



~~February 20, 2007 CPC~~
~~May 15, 2007 CPC~~
~~July 17, 2007 CPC~~
~~September 18, 2007 CPC~~
~~October 16, 2007 CPC~~
October 24, 2007 BS

STAFF'S
REQUEST ANALYSIS
AND
RECOMMENDATION

07SN0223

GBS Holding, Ltd.

Matoaca and Midlothian Magisterial Districts
Watkins and Evergreen Elementary; Midlothian Middle and Midlothian High Schools
Attendance Zones
East and west lines of Old Hundred and Otterdale Roads

REQUEST: Rezoning from Agricultural (A) and Light Industrial (I-1) to Community Business (C-3) of 211 acres with Conditional Use to permit multifamily and townhouse uses and rezoning from Agricultural (A) and Light Industrial (I-1) to Residential Townhouse (R-TH) of 1,183.9 acres plus Conditional Use Planned Development to permit exceptions to Ordinance requirements on the entire 1,394 .9 acre tract.

PROPOSED LAND USE:

A mix of residential, commercial, office and light industrial uses are planned with a traditional neighborhood design. The applicant has agreed to limit residential development 5,140 principal dwelling units plus 400 secondary (carriage house) dwelling units. A minimum of 500,000 gross square feet of non-residential development has been proffered. (Proffered Condition 9)

PLANNING COMMISSION RECOMMENDATION

Recommend denial.

AYES: Messrs. Gecker, Gulley and Bass.

NAY: Mr. Litton.

ABSTENTION: Mr. Wilson.

STAFF RECOMMENDATION

Recommend approval subject to the applicant adequately addressing impacts of this development on capital facilities, adequate water storage and insuring that the water quality proffer implements the Board's recommendation of the Plan. This recommendation is made for the following reasons:

- A. The proposed zoning and land uses conform to the Route 288 Corridor Plan which suggests a mix of office and residential uses, regional employment center and residential use of one (1) to two (2) dwelling units per acre and the Upper Swift Creek Plan which suggests residential use of two (2) units per acre or less.
- B. The proffered conditions do not adequately address the impacts of this development on necessary capital facilities, as outlined in the Zoning Ordinance and Comprehensive Plan. Specifically, the needs for roads, schools, parks, libraries and fire stations is identified in the Public Facilities Plan, the Thoroughfare Plan and the Capital Improvement Program, and the impact of this development is discussed herein. The proffered conditions do not mitigate the impact of the proposed 400 secondary dwellings ("Carriage Houses") on capital facilities, thereby insuring adequate service levels are maintained and protecting the health, safety and welfare of County citizens.
- C. Proffered Conditions fail to address the provision of adequate water storage for the proposed development.
- D. Staff and the applicant continue to discuss a water quality condition which would implement the goals of the Plan.

(NOTE: CONDITIONS MAY BE IMPOSED OR THE PROPERTY OWNER MAY PROFFER CONDITIONS. THE CONDITIONS NOTED WITH "STAFF/CPC" WERE AGREED UPON BY BOTH STAFF AND THE COMMISSION. CONDITIONS WITH ONLY A "STAFF" ARE RECOMMENDED SOLELY BY STAFF. CONDITIONS WITH ONLY A "CPC" ARE ADDITIONAL CONDITIONS RECOMMENDED BY THE PLANNING COMMISSION.)

PROFFERED CONDITIONS

The Owners and the Developer (the "Developer") in this zoning case, pursuant to Section 15.2-2298 of the Code of Virginia (1950 as amended) and the Zoning Ordinance of Chesterfield County, for themselves and their successors or assigns, proffer that the development of the Property known as Chesterfield County Tax Identification Number 707-700-7988; 708-702-1722; 709-701-7328; 710-700-7596; 710-703-3345; 711-699-3470; 711-700-1144; 711-701-5180; 712-699-7663; 713-703-4194; 713-704-3412; 713-705-5709; 714-703-2188; 714-703-7259; 714-704-1729; 714-705-5728; 716-701-4130; 718-697-4548; 718-697-6844; 718-699-7719; 719-697-8012; 719-698-2822; 720-695-3288; 720-698-0178; 720-700-0007; 721-695-9061; 722-697-0512; 722-700-4002; and 720-695-9506 (the "Property") under consideration will be developed according to the following conditions if, and only if, the rezoning request for rezoning to R-TH

and C-3, with a conditional use planned development and a conditional use, are granted. In the event the request is denied or approved with conditions not agreed to by the Developer, the proffers and conditions shall immediately be null and void and of no further force or effect. If the zoning is granted, these proffers and conditions will supersede all proffers and conditions now existing on the Property.

Exhibit B – Plan titled “Roseland Development Plan,” prepared by Timmons Group and last revised September 27, 2007.

Exhibit C – Plan titled “Proffered Roads Network,” (the “Roads Network”), prepared by Roseland and last revised October 12, 2007.

Exhibit D – Plan titled “Access Plan” prepared by Timmons Group and last revised October 15, 2007.

- (STAFF) 1. Master Plan. The Textual Statement dated October 15, 2007, shall be considered the Master Plan. A separate conceptual development plan shall be submitted for each Tract containing a mixture of residential and non-residential uses. The conceptual development plan shall include those requirements of the Zoning Ordinance for schematic plans and shall replace the schematic plan process. In addition, the Planning Commission may impose conditions regulating the location of uses, transition of uses, compatibility of uses and additional guarantees to insure a traditional development consistent with the suggestions of the general conditions of the Textual Statement. If sufficient detail is provided through this process, as determined by the Director of Planning, individual conceptual development plans shall serve as the overall conceptual subdivision plan, master site plan, tentative subdivision plan, or site plan. (P)
- (STAFF) 2. Timbering. Except for timbering approved by the Virginia State Department of Forestry for the purpose of removing dead or diseased trees there shall be no timbering until a land disturbance permit has been obtained from the Environmental Engineering Department and the approved devices have been installed. (EE)
- (STAFF) 3. Maximum Transportation Density. The maximum density of the Property shall be 3,111 single-family dwelling units; 2,543 multi-family dwelling units (including townhouses, apartments, and condominiums); 428,000 square feet of retail uses; 769,382 square feet of office, two (2) 600-student elementary schools, a 480-room hotel; 20,000 square feet of community recreation center, and a 17-acre park, or equivalent densities as determined by the Transportation Department. (T)
- (STAFF) 4. Dedication. Prior to any site plan approval, in conjunction with recordation of the initial subdivision plat or within ninety (90) days of a written request by the Transportation Department, whichever occurs first,

the following rights of way shall be dedicated, free and unrestricted, to and for the benefit of Chesterfield County. The exact locations of these rights of way shall be approved by the Transportation Department but are generally shown on Exhibit C.

- A. One hundred and twenty (120) feet through the Property for a north/south major arterial (“Woolridge Road Extended”) from Route 288 to Old Hundred Road.
- B. Ninety (90) feet through the Property for an east/west major arterial (“Roseland Avenue”) from Old Hundred Road to Woolridge Road.
- C. Forty-five (45) feet, measured from the centerline of Old Hundred Road immediately adjacent to the Property, along the entire Property frontage.
- D. Sixty-five (65) feet, measured from the centerline of the existing right of way for Center Pointe Parkway immediately adjacent to the Property, for the entire Property frontage.
- E. Ninety (90) feet from Woolridge Road Extended to the northern Property line for “Watkins Center Parkway Relocated.” (T)

(STAFF) 5. Access Plan. Direct vehicular access from the property to Woolridge Road, Roseland Avenue, Old Hundred Road, Otterdale Road, Hallsboro Road, and Center Pointe Parkway shall conform to Exhibit D, unless approved otherwise by the Transportation Department. (T)

(STAFF) 6. On-Site Transportation Improvements. To provide an adequate roadway system, the Developer shall be responsible for the following improvements.

- A. Construct Woolridge Road as a six (6) lane, divided facility, with innovative stormwater management facilities located in the median as approved by VDOT, designed to VDOT Urban Minor Arterial standards with a 50mph design speed, unless the developer, Transportation Department and VDOT mutually agree on alternative design standards that permit slower posted speeds that improve safety, from Route 288 to Old Hundred Road. At any time after four lanes of Woolridge Road have been constructed through the property the developer may submit a supplemental traffic study, acceptable to the Transportation Department, to demonstrate the additional two lanes are not required to achieve acceptable levels of service at the projected full build out of the property as defined in the accepted traffic study dated October 12, 2007. If the Transportation Department agrees the additional lanes are not required at the projected full build out of the property to provide acceptable levels of service, the developer shall be relieved of the requirement to construct the two additional lanes.

- B. Construct two (2) lanes of Roseland Avenue to VDOT Urban Minor Arterial standards with a 40mph design speed, with any modifications approved by the Transportation Department, from Old Hundred Road to Woolridge Road,
- C. Construct two (2) lanes of Watkins Center Parkway Relocated to VDOT Urban Minor Arterial standards with a 50mph design speed, with any modifications approved by the Transportation Department, from Woolridge Road Extended to the northern property line,
- D. Construct two (2) lanes of Center Pointe Parkway Extended to VDOT Urban Minor Arterial standards with a 50mph design speed, with any modifications approved by the Transportation Department, from Old Hundred Road to the eastern property line, including realignment of the intersection of Center Pointe Parkway Extended with Old Hundred Road,
- E. Widen/improve Old Hundred Road adjacent to the property to provide an eleven (11) foot wide travel lane, measured from the centerline of the existing pavement, with additional one (1) foot wide paved shoulders and seven (7) foot wide graded shoulders and overlaying the full width of the road with one and one-half (1.5) inches of compacted bituminous asphalt concrete, with modifications approved by the Transportation Department,
- F. Construct adequate left and right turn lanes along Woolridge Road Extended, Roseland Avenue, Watkins Center Parkway Relocated, Old Hundred Road, and Hallsboro Road at each approved access and intersection, based on Transportation Department standards, and as identified in the accepted traffic impact study.
- G. Provide the full cost of traffic signalization and construct intersection improvements, including adequate storage and receiving lanes as determined by the Transportation Department, and as identified in the accepted traffic impact study at:
 - i. Woolridge Road Extended and Watkins Center Parkway Relocated.
 - ii. Woolridge Road Extended and Roseland Avenue.
 - iii. Woolridge Road Extended and Old Hundred Road.
 - iv. Roseland Avenue and Old Hundred Road.

H. Dedicate, free and unrestricted, to and for the benefit of Chesterfield County, any additional right-of-way (or easements) required for these improvements. (T)

(STAFF) 7. Phasing Plan. Prior to any site plan or construction plan approval, whichever occurs first, a phasing plan for the improvements identified above, with supporting traffic analysis acceptable to the Transportation Department, shall be submitted to and approved by the Transportation Department. (T)

(STAFF) 8. Utilities.

A. Public water and wastewater systems shall be used, except for sales facilities and/or construction offices.

B. The required Overall Water/Wastewater Systems Plan for the development, accompanied by a Utilities Infrastructure Phasing Plan, shall be submitted to the Utilities Department prior to the final approval of the first tentative subdivision, site, or construction plan for the request site. The overall plan shall be prepared in accordance with the requirements as outlined in Appendix 12 of the Chesterfield County Water and Sewer Specifications and Procedures Manual. Phasing of improvements shall be included in Overall Water/Wastewater Systems Plan. The Developer shall not be responsible for dedication of land for a water tank or for the construction of a water tank. (U)

(STAFF) 9. Density.

A. The maximum number of principal dwelling units developed on the Property shall be 5140. Single family independent dwelling units that are internal to any age-restricted facility, including continuing care retirement communities and active adult communities, shall be considered a principal dwelling unit and shall count toward the overall density.

B. The maximum number of secondary dwelling units that are separate from the principal dwelling unit (second dwelling unit on a lot) shall be 400 (i.e.: Carriage Houses that qualify as a second dwelling unit on a lot).

C. Of the total maximum, a maximum of 1247 principal dwelling units shall be permitted in North Hallsley and West Park.

D. The minimum non-residential square footage within Roseland shall be 500,000 gross square feet. Of this total, a minimum non-residential square footage within North Park shall be 400,000 gross square feet. These minimums may be phased.

- E. Until construction has begun on a minimum of 40,000 gross square feet of non-residential uses in Old Town, no more than a cumulative total of 50 principal dwelling units shall be permitted in Old Town. Any multi-family residential dwelling units that are part of a mixed-use building (i.e., office or retail as ground floor uses) shall not count toward the 50 principal dwelling unit restriction. (P)
10. Age Restriction. Except as otherwise prohibited by the Virginia Fair Housing Law, the Federal Fair Housing Act, and such other applicable federal, state or local legal requirements, dwelling units designated as age-restricted shall be restricted to “housing for older persons” as defined in the Virginia Fair Housing Law and no persons under 19 years of age shall reside therein. (B&M)
11. Senior Housing. Any dwelling units designated for senior housing as defined in Proffered Condition on age-restriction shall be noted on the site plan and/or on any subdivision plat. Such dwelling units shall be grouped together as part of the same development section(s). (P)
12. Stormwater Management. Low impact development (“LID”) stormwater management techniques, recognized by Environmental Engineering, shall be used in all Districts of the Property and included in the calculations of the post-development phosphorous loads. The Developer shall implement the more restrictive requirement of 0.16 lbs/ac/yr of phosphorus for residential development, if notified by the Director of Environmental Engineering that the water quality of the Swift Creek Reservoir has reached a median level that exceeds 0.04 mg/l in-lake phosphorus for two (2) consecutive years (“Increased Median”). All construction plans in the department of Environmental Engineering that have complied with the submittal criteria for review shall not be subject to the Increased Median. (EE)
13. Cash Proffers. The Developer, subdivider, or assignee(s) agrees to pay the following to the County of Chesterfield or provide the specific public facilities and/or improvements set forth below. If any payment is made between July 1, 2006, and July 1 of the fiscal year in which the payment is made, if paid after June 30, 2007, such payment shall be the amount approved by the Board of Supervisors for each specific amount per unit as adjusted upward by any increase in the Marshall and Swift Building Cost Index. As the development of the Property is anticipated to take 10-20 years, it is difficult to precisely identify the detailed public facility needs of the County for this area at this time. Despite this limitation, the Developer has anticipated the need to directly assist the County and provide for an elementary school, parks, a fire station, and a library at some point during the development of the Property. In order to provide to

Chesterfield County the best possible location(s), at the best possible cost, and delivery of these facilities in a timely manner that will best benefit Chesterfield County and its citizens who will utilize these facilities, the Developer is willing to provide the funds for and construction of these public facilities at a time and location mutually agreed to by the Developer and Chesterfield County or Chesterfield County Public Schools (as the case may be) as outlined below. The selection of the appropriate timing and location of the Alternatives (as set forth below) for each public facility shall be based on the actual need for the specific public facility and not by any arbitrary date.

A. Schools. The Developer shall be responsible for one of the following alternatives as agreed to by Chesterfield County Public Schools. The selection of the Alternatives shall be based upon mutual agreement between the Developer, Chesterfield County, and the Chesterfield County Public Schools.

i. Alternative S.1. The Developer shall pay \$5,331 per principal dwelling unit if paid prior to July 1, 2007. Provided, however, if any building permits issued on the Property are for senior housing, as defined in the proffer on age-restriction, the applicant, sub-divider, or assignee(s) shall pay \$0.00 per unit. Alternative S.1. shall be the default alternative unless Alternative S.2. is selected as described below.

ii. Alternative S.2.

(a) If upon mutual agreement of the Developer, Public Schools, and Chesterfield County in lieu of cash proffers, Developer shall:

(i) Design and construct a multi-story neighborhood style elementary school ("Elementary School") to meet a programming capacity of 750 students. The Elementary School shall be located generally east of Site Road A (Woolridge Road) or another site within the Property mutually agreeable to the Chesterfield County Public Schools and the Developer. The design of the Elementary School shall be coordinated between the Developer and Chesterfield County Public Schools to ensure the conformance to programming needs and building quality standards of

Chesterfield County Public Schools (as defined by the materials and systems, but not architectural design, equal to or greater than the Chesterfield County Public Schools' latest elementary school) and the architectural and site design criteria of the Developer. Upon completion of the Elementary School, the school and its associated property shall be dedicated, free and unrestricted, to Chesterfield County.

- (ii) Reservation of an additional site ("Reserved Area") located generally west of Otterdale Road or another site within the Property mutually agreeable to the Chesterfield County Public Schools and the Developer. This acreage shall be used for the sole purposes of constructing an additional elementary school designed and constructed similarly to the Elementary School described above. The reservation of the Reserved Area shall be for a period that is ten (10) years and one (1) day after completion of Proffered Condition 13.A.ii(a)(i) [dedication of the Elementary School] (the "Reservation Term"). If no Elementary School has been constructed within the Reserved Area during the Reservation Term, at any time following the Reservation Term, the Developer may make a written request to the School Board for a determination as to whether the Reserved Area will be used for a public educational purpose. Within sixty (60) days of the Developer's written request, the School Board shall inform the Developer, in writing, of its determination. If the School Board determines that it has no plans to use the Reserved Area for said purpose within ten (10) years of the School Board's determination ("Extension Period"), the Reserved Area shall be conveyed back to the Developer, free and unrestricted, and the Developer shall have no further obligation to reserve or restrict the Reserved Area. If at the end of the Extension Period no site plan

has been approved for construction of a school on the Reserved Area, the Reserved Area shall be conveyed back to the Developer, free and unrestricted, and the Developer shall have no further obligation to reserve or restrict the Reserved Area. During the Reservation Term and the Extension Period, but before any actual construction occurs on the Reserved Area, the Developer may develop the Property adjacent to the Reserved Area provided all structures (except those structures permitted in the rear yard setback under the applicable section of the Zoning Ordinance) shall be set back at least one hundred (100) feet from the boundary of the area designated as the Reserved Area. At any time during the Reservation Term but prior to any construction of an additional elementary school, the Reserved Area shall be dedicated, free and unrestricted, to Chesterfield County, within one hundred and eighty (180) days from a written request by the Chesterfield County Public Schools. If an additional elementary school is constructed in the Reserved Area, the Developer shall not be responsible for design and construction of the additional elementary school, but shall review the external architectural elements of the school for compatibility any prior to its construction. The school should be similar to and compatible with any existing public school located within the Property. Compatibility may be achieved with the use of similar building massing, materials, scale, colors and other architectural features. If the Reserved Area is dedicated to Chesterfield County during the Reservation Term and an additional elementary school is not constructed prior to the end of the Reservation Term, then upon a written request from the Developer, the County or the then owner of the Reserved Area shall execute and deliver a special warrantee deed

conveying title to the Reserved Area to the Developer.

- (b) Until such time as Alternative S.2. is chosen or rejected, the Developer shall, at the time of each building permit, deposit into an escrow account acceptable to Chesterfield County, \$5,331 per principal dwelling unit (excluding any senior housing units). The escrow account shall be subject to an escrow agreement with the appropriate parties (such as the escrow agent and any contractors), the Developer, and Chesterfield County. All contributions shall be held in escrow until written confirmation has been received by the Developer from Chesterfield County that the construction contract for the Elementary School has been executed, after which, the escrow funds shall be released to the Developer. If Alternative S.2. is rejected by the Chesterfield County School Board and written confirmation of the rejection from the School Board has been received by the Developer then all funds held in escrow for the schools (or an amount equivalent to the schools portion of the cash proffer for each building permit released prior to the choice of Alternative S.1. or S.2.) shall be released to Chesterfield County.
 - iii. Accelerated Construction of School Improvements. If the Chesterfield Board of Supervisors approves alternative funding sources for the construction of public improvements described in Alternative S.2., including but not limited to, a Community Development Authority (CDA), the Developer shall enter into an agreement with Chesterfield County to commence design of the Elementary School within twenty-four (24) months of availability of the proceeds or by request from Chesterfield County Public Schools to begin design of the Elementary School, whichever is later. (B&M & S)
- B. Parks and Recreation. The Developer shall be responsible for one of the following alternatives as agreed to by Chesterfield County. The selection of the Alternatives shall be based upon mutual agreement between the Developer and the Chesterfield County.
- i. Alternative P.1. The Developer shall pay \$602 per principal dwelling unit if paid prior to July 1, 2007.

Alternative P.1. shall be the default alternative unless Alternative P.2. is selected as described below.

ii. Alternative P.2.

(a) If upon mutual agreement of the Developer and Chesterfield County, in lieu of cash proffers, the Developer shall build a park (“Roseland Park”) that is publicly accessible. Roseland Park shall include following components.

(i) Garden Park.

(1) The Garden Park shall consist of a minimum of twenty (20) acres located at the northwest intersection of Site Road A (Woolridge Road) and Site Road B (Roseland Avenue) or another site within the Property mutually agreeable to the Chesterfield County and the Developer. The Garden Park shall be built as an actively landscaped garden such as, but not limited to, English Garden, Japanese Garden, Rose Garden, and/or Herb Garden.

(2) The Garden Park shall have hours of operation and gates for limiting vehicular access when the park is closed.

(3) The Garden Park shall connect to the trail system of Roseland.

(ii) Roseland Greenway.

(1) The Roseland Greenway shall consist of a minimum of forty (40) acres of connected greenway system along Tomahawk Creek. The Roseland Greenway shall generally run along Site Road A and south of Site Road B or another site within the Property mutually agreeable to the Chesterfield County and the

Developer provided it is along Tomahawk Creek.

- (2) The Roseland Greenway shall connect to the trail system of Roseland.

(iii) Active Recreational Areas.

- (1) Two (2) play areas that can be used as soccer fields.
- (2) Two (2) little-league sized baseball fields (which may include any field that is adjacent to the Elementary School).

- (b) Until such time as Alternative P.2. is chosen or rejected, then the Developer shall, at the time of each building permit, deposit into an escrow account acceptable to Chesterfield County, \$602 per principal dwelling unit. The escrow account shall be subject to an escrow agreement with the appropriate parties (such as the escrow agent and any contractors), the Developer, and Chesterfield County. All contributions shall be held in escrow until written confirmation by the Developer has been received from Chesterfield County that the construction contract for Roseland Park is has been executed, after which, the escrow funds shall be released to the Developer. If Alternative P.2. is rejected by Chesterfield County and written confirmation of the rejection from the County has been received by the Developer then all funds held in escrow for the parks (or an amount equivalent to the parks portion of the cash proffer for each building permit released prior to the choice of Alternative P.1. or P.2.) shall be released to Chesterfield County.

- iii. Accelerated Construction of Park Improvements. If the Chesterfield Board of Supervisors approves alternative funding sources, including but not limited to, a Community Development Authority (CDA), for the construction of public improvements described in Alternative P.2., then the Developer shall enter into an agreement with Chesterfield County to commence design of Roseland Park within

twenty-four (24) months of the availability of the proceeds.
(B&M & PR)

C. Fire/EMS. The Developer shall be responsible for one of the following alternatives as agreed to by Chesterfield County. The selection of the Alternatives shall be based upon mutual agreement between the Developer and the Chesterfield County.

i. Alternative F.1. The Developer shall pay \$404 per principal dwelling unit if paid prior to July 1, 2007. Alternative F.1. shall be the default alternative unless Alternative F.2. is selected as described below.

ii. Alternative F.2.

(a) If upon mutual agreement of the Developer and Chesterfield County, in lieu of cash proffers, the Developer shall design and build a Fire/EMS station ("Fire Station") within North Park and adjacent to Roseland Park or another site within the Property mutually agreeable to the Chesterfield County and the Developer. The Fire Station may be designed to include space for a police satellite office. The design of the Fire Station shall be coordinated between the Developer and Chesterfield County to ensure the conformance to programming needs of Chesterfield County Fire Department (as defined by the materials and systems, but not architectural design, equal to or greater than the Chesterfield County's latest fire station) and the architectural and site design criteria of the Developer. Upon completion of the Fire Station, the Fire Station and its associated property shall be dedicated, free and unrestricted, to Chesterfield County.

(b) At the time of construction of the Fire Station, the Developer shall provide funding to purchase a fire truck. The fire truck shall meet the current standards of the Chesterfield County Fire and EMS, provided that the total cost to the Developer shall not exceed \$500,000.

(c) Until such time as Alternative F.2. is chosen or rejected, then the Developer shall, at the time of each building permit, deposit into an escrow account acceptable to Chesterfield County, \$404 per

principal dwelling unit. The escrow account shall be subject to an escrow agreement with the appropriate parties (such as the escrow agent and any contractors), the Developer, and Chesterfield County. All contributions shall be held in escrow until written confirmation has been received by the Developer from Chesterfield County that the construction contract for the Fire Station has been executed, after which, the escrow funds shall be released to the Developer. If Alternative F.2. is rejected by Chesterfield County and written confirmation of the rejection from the County has been received by the Developer then all funds held in escrow for Fire/EMS (or an amount equivalent to the Fire/EMS portion of the cash proffer for each building permit released prior to the choice of Alternative F.1. or F.2.) shall be released to Chesterfield County.

- iii. Accelerated Construction of Fire Station Improvements. If the Chesterfield Board of Supervisors approves alternative funding sources, including but not limited to, a Community Development Authority (CDA), for the construction of public improvements described in Alternative F.2., then the Developer shall enter into an agreement with Chesterfield County to commence design of the Fire Station within twenty-four (24) months of approval the availability of the proceeds or by request from Chesterfield County to begin design of the Fire Station, whichever is later. (B&M & F)

D. Libraries. The Developer shall be responsible for one of the following alternatives as agreed to by Chesterfield County. The selection of the Alternatives shall be based upon mutual agreement between the Developer and the Chesterfield County.

- i. Alternative L.1. The Developer shall pay \$348 per principal dwelling unit if paid prior to July 1, 2007. Alternative L.1. shall be the default alternative unless Alternative L.2. is selected as described below.

- ii. Alternative L.2.

- (a) If upon mutual agreement of the Developer and Chesterfield County, in lieu of cash proffers, the Developer shall design and build a library ("Library"). The Library shall be built as a

community building with a minimum of 20,000 square feet of total space and building quality standards of Chesterfield County (as defined by the materials and systems, but not architectural design, equal to or greater than the Chesterfield County's latest library). The design of the Library shall be coordinated between the Developer and Chesterfield County to ensure the conformance to programming needs of Chesterfield County Libraries and the architectural and site design criteria of the Developer. Upon completion of the Library, the Library and its associated property shall be dedicated, free and unrestricted, to Chesterfield County.

- (b) Until such time as Alternative L.2. is chosen or rejected, then the Developer shall, at the time of each building permit, deposit into an escrow account acceptable to Chesterfield County, \$348 per principal dwelling unit. The escrow account shall be subject to an escrow agreement with the appropriate parties (such as the escrow agent and any contractors), the Developer, and Chesterfield County. All contributions shall be held in escrow until written confirmation by the Developer has been received from Chesterfield County that the construction contract for the Library has been executed, after which, the escrow funds shall be released to the Developer. If Alternative L.2. is rejected by Chesterfield County and written confirmation of the rejection from the County has been received by the Developer then all funds held in escrow for libraries (or an amount equivalent to the library portion of the cash proffer for each building permit released prior to the choice of Alternative L.1. or L.2.) shall be released to Chesterfield County.
- iii. Accelerated Construction of Library Improvements. If the Chesterfield Board of Supervisors approves alternative funding sources, including but not limited to, a Community Development Authority (CDA), for the construction of public improvements described in Alternative L.2., then the Developer shall enter into an agreement with Chesterfield County to commence design of the Library within twenty-four (24) months of approval the availability of the

proceeds or by request from Chesterfield County to begin design of the Library, whichever is later. (B&M & L)

- E. Transportation Contribution. The Developer shall pay to Chesterfield County prior to the issuance of each building permit the amount of \$8,915 per dwelling unit (the “Transportation Contribution”). The Transportation Contribution, if approved by the Transportation Department, may be used to construct the following off-site road improvements (“Off-Site Improvements”) or as may be otherwise permitted by law:
- i. Reconstruction of Old Hundred Road from Route 60 to the Norfolk Southern Railroad tracks to VDOT Urban Minor Arterial standards with a 50mph design speed, with any modifications approved by the Transportation Department (estimated cost \$6,400,000).
 - ii. Construction of two (2) additional (i.e. the third and fourth) lanes of Woolridge Road Extended to VDOT Urban Minor Arterial standards with a 50mph design speed, with any modifications approved by the Transportation Department, to provide a four-lane divided facility from Old Hundred Road to Watermill Parkway (estimated cost \$13, 800,000).
 - iii. Construction of two (2) lanes of Powwhite Parkway Extended to VDOT Rural Principal Arterial standards with a 60mph design speed with any modifications approved by the Transportation Department, from its current terminus at Watermill Parkway to Woolridge Road Extended (estimated cost \$5,600.000).
 - iv. Reconstruction of the intersection of Watermill Parkway and Powwhite Parkway Extended, including adequate storage and receiving lanes as determined by the Transportation Department (estimated cost \$1,000,000).
 - v. Dedication to Chesterfield County, free and unrestricted, of any additional right-of-way (or easements) required for the Off-Site Improvements identified above. In the event the Developer is unable to acquire any “off-site” right-of-way that is necessary for the road improvements described in this Proffered Condition, the Developer may request, in writing, that the County acquire such right-of-way as a public road improvement and the Transportation Department will present and support the request to the Board of Supervisors if the Transportation determines that

the request is consistent with the Thoroughfare Plan. All reasonable costs associated with the acquisition of the right-of-way shall be borne by the Developer. In the event the County fails to assist the Developer in acquisition of the “off-site” right-of-way, the Developer shall be relieved of the obligation to acquire the “off-site” right-of-way and shall provide what road improvements are possible within available right-of-way, as determined by the Transportation Department, and the Off-Site Improvements provided within available right-of-way shall be deemed to satisfy the requirement in the approved phasing plan.

- F. Cash proffer payments shall be spent for the purposes proffered or as otherwise permitted by law. Should Chesterfield County impose impact fees at any time during the life of the development, the amount paid either in cash proffers, or the Alternative construction improvements described in Proffered Conditions 13.A.ii.(a), 13.B.ii.(a), 13.C.ii.(a), 13.D.ii.(a), and 13.E. shall be in lieu of any impact fees, in a manner as determined by the county. (T & B&M)

- (STAFF) 14. Transportation Contribution Credit. At such time that any of the Off-Site Improvements described in Proffered Condition 13.E. above are completed by the Developer, as determined by the Transportation Department, the County shall grant the Developer a credit towards the Transportation Contribution and/or reimburse the Developer in an amount totaling the estimated cost of the improvement as identified above. Any reimbursements shall be subject to the appropriation of funds by the Board of Supervisors. (T)
- (STAFF) 15. Funding. To the extent any of the transportation improvements required in these Proffered Conditions are financed through a Community Development Authority or other funding mechanism approved by the Board of Supervisors and are constructed as described in these Proffered Conditions, the requirements for the specific transportation improvements that are the subject of the approved funding mechanism shall be deemed satisfied. (T)
- (STAFF) 16. Covenants. Prior to or in conjunction with the first tentative plat or site plan approval on the Property, the Developer shall prepare and record restrictive covenants (the “Roseland Charter”) with respect to each portion of the Property. Such covenants shall provide for review of the architectural treatment of the buildings by an architectural control committee (the “Roseland ARC”). Review by the ARC shall be required for all construction in Roseland and such review and approval shall be outlined in the Roseland Charter. (P)

GENERAL INFORMATION

Location:

East and west lines of Old Hundred Road at the Norfolk Southern Railroad; north line of Old Hundred Road east of Otterdale Road; and east and west lines of Otterdale Road north of Old Hundred Road. Tax IDs 707-700-7988; 708-702-1722; 709-701-7328; 710-700-7596; 710-703-3345; 711-699-3470; 711-700-1144; 711-701-5180; 712-699-7663; 713-703-4194; 713-704-3412; 713-705-5709; 714-703-2188 and 7259; 714-704-1729; 714-705-5728; 716-701-4130; 718-697-4548 & 6844; 718-699-7719; 719-697-8012; 719-698-2822; 720-695-3288 and 9506; 720-698-0178; 720-700-0007; 721-695-9061; 722-697-0512; and 722-700-4002.

Existing Zoning:

A and I-1

Size:

1,394.9 acres

Existing Land Use:

Single family residential or vacant

Adjacent Zoning and Land Use:

North – A and I-2 with Conditional Use Planned Development; Single family residential or vacant

South – A and O-2 and C-3 with Conditional Use Planned Development; Single and multifamily residential or vacant

East and West – R-7 and A; Single family residential or vacant

UTILITIES

Overview:

This request lies within the boundaries of the Route 288 Corridor Plan and the recently adopted Upper Swift Creek Plan, requiring the use of public water and wastewater systems by County Code. As such, Proffered Condition 8.A requiring use of these systems is unnecessary. The applicant has proffered to submit the required Overall Water and Wastewater Systems Plan for the development, accompanied by a Utilities Infrastructure Phasing Plan to the Utilities Department for review and approval prior to final approval of the first tentative subdivision, site, or construction plan for the request site (Proffered Condition 8.B). The overall plan will need to include all water and

wastewater infrastructure described below, and will also need to incorporate the Hallsley subdivision to illustrate how planned water and wastewater lines for that development will interconnect with those that will be needed for the request site.

The Utilities Department has determined that due to the cumulative impact of the aforementioned development on the public water system, additional water storage will be needed in the area to meet fire flow demands and Virginia Department of Health requirements for domestic water supply. Accordingly, the Utilities Department has requested that the applicant participate in the construction of a two (2) million gallon storage tank, on a two (2) acre site within the request site, at a location acceptable to the Utilities Department. In order to function properly within the public water system, the water tank should be designed with an overflow elevation of 430 feet, and of a height not to exceed 160 feet. The applicant has not provided the requested proffer. In the absence of a proffer to provide adequate water storage for the proposed development by dedicating a site for a water tank and participating in the cost to construct an appropriately sized water tank, the Utilities Department cannot support this case.

Public Water System:

There is an existing twenty-four (24) inch water line located along the north side of Midlothian Turnpike that terminates approximately 465 feet west of Huguenot Springs Road. In conjunction with development of the Hallsley Subdivision, a twenty-four/sixteen (24/16) inch water line is under construction along Dry Creek Road and Old Hundred Road, which will terminate near the northern boundary of the existing North Hundred subdivision. That line will be adjacent to the central portion of the request site. In conjunction with development of the Wilkes Bend Subdivision, that sixteen (16) inch line will be extended east along Old Hundred Road to Otterdale Road, and then south along Otterdale Road to that development site. There is also an existing sixteen (16) inch water line located along a portion of Old Hundred Road, east of Otterdale Road, which terminates adjacent to the southwestern portion of the request site.

Several new water line extensions will be necessary to serve the various neighborhoods within the proposed Roseland development. To provide public water to the North Hallsley and Roseland Station Subdivisions, a water line (size to be determined) will be needed along the future realignment of Mt. Herman Road, from Old Hundred Road to the western boundary of the request site. Water service to the West Park and East Park Subdivisions will come from the twenty-four/sixteen (24/16) inch water line now under construction along Old Hundred Road, and from a water line (size to be determined) to be constructed along the future east/west connector road from Old Hundred Road to the future Woolridge Road Extended. That water line will also serve the Roseland Village neighborhood. Water service to the proposed North Park, Old Town, and Roseland Village neighborhoods will come from a water line to be constructed along the future Woolridge Road Extended, north from Old Hundred Road to the future east/west collector road. Because the proposed Roseland development will be located within three (3) water pressure zones, installation of pressure regulating valves (PRV's) will be required on all water lines that will cross a water pressure zone boundary.

In addition to the new water lines described above, the Utilities Department is of the opinion that a water line will be necessary along Otterdale Road, from Old Hundred Road north to Midlothian Turnpike, to connect with the existing twenty-four (24) inch there to provide a second water supply source for the area. Development of the request site, combined with the approved subdivisions of Hallsley and Wilkes Bend represents approximately 6,300 dwelling units, plus significant office and retail uses, and public facilities. A second water supply link is crucial to insure that domestic water service and fire protection for the Roseland development and adjacent subdivisions is maintained should a break occur anywhere along the twenty-four (24) inch line on Midlothian Turnpike, west of Huguenot Springs Road, or along the twenty-four/sixteen (24/16) inch water line along Dry Bridge Road and Old Hundred Road. A portion of this water line along Otterdale Road was proffered with Case 06SN0191 for the Watkins Centre development, and the two developers should work together to construct this water line.

Public Sewer System:

The eastern portion of the request site is within the Little Tomahawk Creek drainage basin. The existing Little Tomahawk Creek Wastewater Trunk, ranging in size from twenty-one (21) inch to fifteen (15) inch, is located along the eastern boundary of the request site. That line will serve a portion of the North Park, Old Town, and Roseland Village neighborhoods.

The central portion of the request site, consisting of the West Park and East Park neighborhoods, as well as the western portion of the North Park, Old Town and Roseland Village neighborhoods, is within the Tomahawk Creek Drainage Basin. The existing thirty-six (36) inch Tomahawk Creek Wastewater Trunk Sewer terminates approximately 4,300 feet south of Old Hundred Road. This trunk sewer will need to be extended to the northernmost boundary of the request site. The extension of wastewater lines along the tributaries of Tomahawk Creek west of Woolridge Road and Otterdale Road to the northernmost boundary of the request site will also be necessary.

The western portion of the request site, consisting of the North Hallsley and Roseland Station neighborhoods, is within the Swift Creek drainage basin. In conjunction with development of the Hallsley subdivision, a large wastewater trunk sewer will be constructed along Swift Creek and the Nelsons Branch tributary. That trunk sewer will need to be extended through the Hallsley subdivision, to the northernmost boundary of the request site. To serve the Roseland Station and a portion of the North Hallsley neighborhoods, the extension of a wastewater trunk sewer further north along Swift Creek and along an un-named tributary of Swift Creek will be necessary.

ENVIRONMENTAL

Drainage, Erosion and Water Quality:

The property is located in the Upper Swift Creek Reservoir Watershed. The project drains to the reservoir via three of the eight (8) major watersheds. They are Swift Creek, Tomahawk and Little Tomahawk Creek, as described herein.

Swift Creek Watershed

Roseland Station and North Halseley Sections drain to a major tributary of Swift Creek then via Swift Creek to the reservoir. The main tributary generally bisects this portion of the development and is currently a Resource Corridor Management – Non Resource Protection Area (RCM-NRPA) and is treated like an RPA. The only difference is that the RCM-NRPA does not have a 100 foot conservation area adjacent to the wetlands. The developer will be required to perform a Perennial Flow Determination (PFD) and have approved by Environmental Engineering prior to tentative approval or site plan submittal. Staff's past experience with the RCM-NRPA's indicates that these streams are perennial.

Little Tomahawk Creek Watershed

Portions of North Park, Oldtown and Roseland Village drains towards the east into the Little Tomahawk Creek. Little Tomahawk Creek provides the eastern boundary for the property and is a perennial stream subject to a 100 foot conservation area inside of which uses are very limited. Less than ten (10) percent of the entire development flows to Little Tomahawk Creek.

Tomahawk Creek Watershed

The entire West Park and East Park Sections drain through Tomahawk Creek as well as approximately ninety (90) percent of Roseland Village Section and more than half of North Park and Old Towne Sections. These sections are generally bisected by Tomahawk Creek which is a perennial stream and is therefore subject to a 100 foot conservation area measured from the edge of the wetlands, inside of which uses are very limited. Over fifty (50) percent of the project will drain through the Tomahawk Creek Watershed.

Approximately 2,500 linear feet of stream is currently identified as a RCM-NRPA stream and is treated like an RPA. The only difference is that the RCM-NRPA does not have a 100 foot conservation area adjacent to the wetlands. The developer will be required to perform a Perennial Flow Determination (PFD) and have approved by Environmental Engineering prior to tentative approval or site plan submittal. Staff's past experience with the RCM-NRPA's indicates that these streams are perennial.

The floodplain adjacent to Tomahawk Creek through this development is very wide and flat and consists of many acres of wetlands as well as major beaver activity. Beaver ponds are a known to be an excellent source of pollutant removal.

Overview

There are no known on or offsite drainage or erosion problems and none are anticipated after development. The property is wooded and, as such, should not be timbered without obtaining a land disturbance permit from the Department of Environmental Engineering. This will insure that adequate erosion control measures are in place prior to land disturbance activity. (Proffer Condition 2)

Prior to tentative plan submittal or a site plan submittal, a perennial flow determination will need to be performed by the developer and approved by Environmental Engineering on all streams to include the RCM-NRPA streams. Any stream, if determined to be perennial, will require a 100 foot conservation area on both sides measured from the wetlands.

With the adoption of the amended Upper Swift Creek Plan, a goal was adopted that residential developers address the impact of their development on water quality. Such conditions could include (i) implementing phosphorus loading standards that are more restrictive than the standards of the zoning ordinance; (ii) implementing more restrictive requirements for zoned but undeveloped land if notified by the Director of Environmental Engineering that the water quality of the Swift Creek Reservoir has reached a median level that exceeds .04 mg/l in-lake phosphorus for two consecutive years, or exceeds other applicable water quality standards; and/or (iii) implementing other measures approved by the Director of Environmental Engineering to address the impact of development on water quality in the Upper Swift Creek Watershed.

The applicant has offered Proffered Condition 12 relative to the protection of water quality per the recently adopted Upper Swift Creek Plan amendment. This proffered condition was offered following discussions with Staff subsequent to the adoption of the Plan and is consistent with Staff's initial recommendation; however, after further evaluation of the Board's actions, staff has drafted suggested amendments to this proffer. Staff is discussing those amendments with the applicant.

PUBLIC FACILITIES

The need for schools, parks, libraries, fire stations, and transportation facilities in this area is identified in the County's adopted Public Facilities Plan, the Thoroughfare Plan and the Capital Improvement Program and further detailed by specific departments in the applicable sections of this "Request Analysis". The residential component of this development will have an impact on these facilities.

Fire Service:

The Public Facilities Plan indicates that fire and emergency medical service (EMS) calls are expected to increase forty-four (44) to seventy-eight (78) percent by 2022. Six (6) new fire/rescue stations are recommended for construction by 2022 in the Plan. In addition to the six (6) new stations, the Plan also recommends the expansion of five (5) existing stations. Based on 5540 principal and secondary dwelling units, this request will generate approximately 991 calls for fire and emergency medical service each year.

The applicant has requested that dwellings be allowed to front on streets, alleys, parking areas, open space, courtyards, or private street as approved by the Transportation Department Director (Textual Statement). Access by means other than public streets may require construction as a fire lane in accordance with the 2003 International Fire Code. This requirement will be evaluated at the time of plans review.

The applicant has given the Fire Department two (2) options to address the impacts on this development on fire and EMS facilities. The first is to accept full cash proffers for each principal dwelling unit. The second is that the developer will proffer to design and construct one (1) fire station and provide funding for one (1) fire truck. This proffer, however, does not mitigate the impact of secondary dwelling units (Carriage Houses) on fire and EMS facilities. (Proffered Condition 13.C)

The Midlothian Fire Station, Company 5, and Winterpock Fire Station, Company 19 currently provide fire protection and emergency medical service. When the property is developed, the number of hydrants, quantity of water needed for fire protection, and access requirements will be evaluated during the plans review process.

Schools:

Approximately 2,936 (Elementary: 1274, Middle: 720, High: 942) students will be generated by this development. This site lies in two elementary zones: Watkins Elementary School attendance zone: capacity - 752, enrollment - 743 and Evergreen Elementary School zone: capacity - 940, enrollment - 907; Midlothian Middle School: capacity - 1,301, enrollment - 1,424; and Midlothian High School: capacity - 1,589, enrollment - 1,520. The enrollment is based on September 29, 2006 and the capacity is as of 2006-2007. This request will have a very major impact on the elementary and secondary level. There are currently seven (7) trailers at Watkins Elementary, four (4) trailers at Evergreen Elementary and six (6) trailers at Midlothian Middle.

The current Capital Improvement Program and Public Facilities Plan are being updated and will propose new facilities in this area of the county. Increased capacity for this area will be provided by additions for Midlothian Middle in 2011 and Watkins and Midlothian High in 2012. This case combined with other residential developments and zoning cases in the zones, will continue to push these schools over capacity, necessitating some form of additional relief in the future.

The applicant has given the school system two (2) options to address the impacts on this development on school facilities. The first is to accept full cash proffers for each principal dwelling units. The second is that the developer will proffer to design and construct one (1) elementary school and reserve acreage for the construction of an additional school. This proffer, however, does not mitigate the impact of secondary dwelling units (Carriage Houses) on school facilities. (Proffered Condition 13.A)

Libraries:

Consistent with the Board of Supervisors' Policy, the impact of development on library services is assessed County-wide. Based on projected population growth, the Public Facilities Plan identifies a need for additional library space throughout the County.

Development in this area of the county would most likely impact either the Midlothian Library or a proposed new branch in the Genito Road area. The Plan indicates a need for additional library space in this area of the County.

The applicant has given libraries two (2) options to address the impacts on this development on library facilities. The first is to accept full cash proffers for each principal dwelling units. The second is that the developer will proffer to design and construct one (1) library. This proffer, however, does not mitigate the impact of secondary dwelling units (Carriage Houses) on library facilities. (Proffered Condition 13.D)

Parks and Recreation:

The applicant has given parks two (2) options to address the impacts on this development on park facilities. The first is to accept full cash proffers for each principal dwelling units. The second is that the developer will provide a minimum of sixty (60) acres of publicly-accessible park land and four (4) playfields. This proffer, however, does not mitigate the impact of secondary dwelling units (Carriage Houses) on park facilities. (Proffered Condition 13.B)

Transportation:

This development proposal will generate approximately 77,000 average daily trips (ADT), including 5,800 vehicles per hour (VPH) during the morning peak hour and 7,200 VPH during the evening peak hour. This traffic will be distributed to:

Old Hundred Road - 3,010 ADT (2006), Level of Service C
Woolridge Road – 9,300 ADT (2007 - estimate), Level of Service A
Route 288 – 37,772 ADT (2006), Level of Service C

The proposed residential development (5,540 units) is larger than any of the county's existing developments, such as Brandermill (3,920 units) and Woodlake (2,724 units).

The proposed office/retail development (1.2 million square feet) is approximately the same size as the existing development in the Boulders Office Park.

The applicant is requesting rezoning of approximately 1,400 acres and plans to develop a mixture of uses including:

- 5,540 dwelling units
- 428,000 square feet of retail uses
- 769,000 square feet of office
- 17 acres of parks
- 2 elementary schools
- 480 room hotel.

The applicant has submitted a traffic impact analysis (TIA) for an examination of the site's traffic at build-out, as well as the traffic that could be generated by other developments in the area, including Centerpointe, Waterford, Acropolis and Watkins Centre. According to the TIA, the planned area road network, as analyzed, is capable of handling the traffic anticipated to be generated by this development (Figures 31 and 31A - Attached). The applicant was not requested to analyze Route 60 through the Village of Midlothian, as widening through the Village of Midlothian conflicts with the spirit and intent of the Midlothian Area Community Plan. The Plan recommends enhancement of Midlothian by maintaining its "Village" characteristics and specifically states: "Potential for widening Route 60 is limited between Old Buckingham and Winterfield Roads." This section of Route 60 is currently functioning at an acceptable level (Level of Service D); however, significant congestion is likely to occur in the future without additional road improvements. The TIA also showed that Route 288 will need to be widened to six (6) lanes in the future and loops will need to be provided at the Woolridge Road interchange. The applicant was not requested to provide these improvements to Route 288. The applicant has proffered to limit development on the property to the densities analyzed in the TIA. (Proffered Condition 3)

The applicant has proffered to dedicate rights of way through and adjacent to the property in accordance with the Thoroughfare Plan (Proffered Condition 4). Access to roads identified on the Thoroughfare Plan should be controlled. The applicant has proffered that vehicular access from the property to these roads will conform to Exhibit D. (Proffered Condition 5)

The following customary on-site road improvements have been proffered (Proffered Condition 6):

- 1) construction of Woolridge Road Extended as a six-lane, divided facility through the property, unless future traffic studies demonstrate that only four lanes are necessary;
- 2) construction of two lanes of an east/west major arterial ("Roseland Avenue") through the property;

- 3) construction of two (2) lanes of Watkins Center Parkway Relocated through the property;
- 4) construction of turn lanes based on Transportation Department standards,
- 5) improving/widening Old Hundred Road adjacent to the property; and
- 6) signalization of major intersections.

The applicant has proffered to submit a phasing plan, with supporting traffic analysis, for these road improvements. If the applicant proposes to initially access the property from Old Hundred Road, the Transportation Department will require that all of the proffered improvements to Old Hundred Road be provided in conjunction with that initial development. The amount of development that occurs with sole access to Old Hundred Road should be kept to a minimum.

A development of this magnitude will have significant traffic impacts beyond the immediate road network in the area. Additional growth anticipated in the area will also impact the road network. The applicant has proffered to contribute cash, in an amount consistent with the Board of Supervisors' Policy, towards addressing the traffic impact of this request. Per Proffered Condition 13.E, the applicant could receive credit and/or reimbursement for providing certain off-site road improvements. The applicant is not obligated to provide any of the off-site improvements. These off-site improvements are listed below along with their estimated construction costs.

- 1) Reconstruction of Old Hundred Road from Route 60 to the Norfolk Southern Railroad tracks. \$6,400,000
- 2) Construction of two (2) additional lanes of Woolridge Road Extended from Old Hundred Road to Watermill Parkway. \$13,800,000
- 3) Construction of two (2) lanes of Powhite Parkway Extended from Watermill Parkway to Woolridge Road Extended. \$5,600,000
- 4) Reconstruction of the intersection of Watermill Parkway and Powhite Parkway Extended. \$1,000,000

If approved by the Transportation Department and upon completion of each improvement, the applicant would receive a credit and/or cash reimbursement, in the amounts identified above, for providing each off-site improvement. (Proffered Condition 14)

The Virginia Department of Transportation (VDOT) is in the process of implementing their new Chapter 527 regulations. The regulations require developers to submit traffic impact analyses to VDOT for their review and approval. The applicant has worked with both VDOT and the county on the TIA for this request. At this time, it is uncertain what impact VDOT's regulations will have on the development process or upon zonings approved by the county.

Financial Impact on Capital Facilities:

		PER UNIT
Potential Number of New Dwelling Units	5,540.00*	1.00
Population Increase	15,068 .80	2.72
Number of New Students		
Elementary	1,274.20	0.23
Middle	720.20	0.13
High	941.80	0.17
TOTAL	2,936.20	0.53
Net Cost for Schools	29,627,920	5,348
Net Cost for Parks	3,346,160	604
Net Cost for Libraries	1,933,460	349
Net Cost for Fire Stations	2,243,700	405
Average Net Cost for Roads	49,538,680	8,942
TOTAL NET COST	\$86,689,920	\$15,648

*Based on a proffered maximum yield for principal and secondary dwelling units. The actual number of lots and corresponding impact may vary. (Proffered Condition 9)

As noted, this proposed development will have an impact on capital facilities. Staff has calculated the fiscal impact of every new dwelling unit (including principal and secondary dwelling units) on schools, roads, parks, libraries, and fire stations at \$15,648 per unit. The applicant has been advised that a maximum proffer of \$15,600 per unit for each non-age restricted unit and further advised that a proffer of \$10,269 per unit for each age-restricted unit would defray the cost of the capital facilities necessitated by this proposed development.

Primary Dwelling Units. For primary dwelling units, the applicant has offered to address his impact on schools, parks, libraries and fire stations by paying the maximum cash proffer for each capital facility category (adjusted for age-restricted units) (Proffered Condition 13). Furthermore, at the county's option, or schools where applicable, the applicant has proffered to dedicate land and construct facilities in lieu of paying cash for schools, libraries and fire stations. Similarly, for parks, the applicant has proffered to build a park that is publicly accessible, but under private ownership. The applicant has proffered to address his impact on roads by paying the maximum cash proffer.

Staff finds that the option to pay the cash proffers adequately addresses the impact of this development on capital facilities, however, the alternative to construct facilities and dedicate land do not fully address the provisions for public facilities. Specifically, revisions to the

proffered conditions to construct facilities could be improved by addressing concerns related to design, parking, location, private park ownership and terms of the escrow language. It should be noted that, as proffered, construction of facilities are an alternative to the cash payment. Acceptance of the option to construct facilities is at the discretion of the county or schools.

The option to pay cash adequately addresses the impact of this development on principal dwelling units. The alternative proffer to provide facilities and dedicate land could be improved by addressing staff's noted concerns.

Secondary Dwelling Units. Proffered conditions allow for 400 secondary dwelling units (carriage houses) to be constructed in addition to the 5,140 primary dwelling units. The applicant has not addressed the impact of secondary dwelling units on schools, parks, libraries or fire stations. Staff recommends that the applicant address the impact of this development on secondary dwelling units as occupants of these units will impact capital facility needs.

Note that circumstances relevant to this case, as presented by the applicant, have been reviewed and it has been determined that it is appropriate to accept the maximum cash proffer in this case.

The Board of Supervisors, through their consideration of this request, may determine that there are unique circumstances relative to this request that may justify acceptance of proffers as offered for this case.

LAND USE

Comprehensive Plan:

Lies within the boundaries of the Route 288 Corridor Plan which suggests the property is appropriate for office/residential mixed use, regional employment center and residential use of 1 to 2 dwellings per acre and the Upper Swift Creek Plan which suggests the property is appropriate for single family residential use of 2.0 units per acre or less.

Area Development Trends:

Area properties to the north are zoned Agricultural (A) and General Industrial (I-2) as part of the County's proactive rezoning for regional employment and are occupied by single family dwellings or are currently vacant. Properties to the south are zoned Agricultural (A), Corporate Office (O-2) and Community Business (C-3) and are part of the Centerpointe and Watermill developments or are currently vacant. Properties to the east and west are zoned residentially and are developed as the Hallsley and North Hundred Subdivisions and subdivisions within the Charter Colony project. It is anticipated that residential uses will continue south and west of the request property, with a mix of office and residential to the southeast and regional employment center uses to the north and northeast, as suggested by the Plans.

Site Design:

The property is proposed for a mix of residential, commercial, office and light industrial uses. The development will have a traditional neighborhood design, with a mix of residential and non-residential uses within blocks and/or buildings along interconnecting streets. Development will have a pedestrian emphasis, with buildings located close to sidewalks, and will incorporate street trees, open spaces and alleys serving the needs of many of the uses.

The property is divided into seven (7) development tracts (Attachment). Uses and development standards will be as described in the Textual Statement and the proffered conditions. Prior to development, a conceptual development plan must be submitted for the Planning Commission's consideration for each Tract that contains a mixture of residential and non-residential uses. Through this consideration, conditions may be imposed to address the location, transition, compatibility of uses and other guarantees to insure a traditional development design. (Proffered Condition 1)

The boundaries and sizes of these tracts may be modified provided their relationship with each other and any adjacent properties is maintained. (Textual Statement II.B)

Unless specifically regulated by the Textual Statement, the development of all Tracts except for the East Park Tract must comply with the Zoning Ordinance for the underlying zoning districts (Emerging Growth District standards for Community Business (C-3) uses on the portion of property proposed for C-3 zoning and Residential Townhouse (R-TH) uses on the portion proposed for R-TH). The East Park Tract will be subject to Zoning Ordinance requirements for Regional Employment Districts except as outlined in the proffers and Textual Statement.

Uses Permitted in all Tracts:

Passive and active recreational uses limited to facilities and uses that primarily serve the surrounding residential community would be permitted within all Tracts. The Textual Statement provides for setbacks, buffers and other restrictions to minimize the impact of such uses on adjoining properties designated on the Plan for residential development. (Textual Statement III.G)

Residential Uses and Densities:

With the exception of the North Park Tract, residential uses are permitted throughout the development. Proffered Condition 9.A. provides for a maximum of 5,140 principal dwelling units. Of these principal dwelling units, a maximum of 1,247 would be located in the North Hallsley and West Park Tracts. (Proffered Condition 9.C)

In addition, a maximum of 400 secondary dwelling units (Carriage Houses) would be permitted in association with the principal dwellings (Proffered Condition 9.B). These units would be permitted within the same building as the principal dwelling or in a

structure separated from the principal dwelling unit, each limited to 600 square feet of floor area. (Textual Statement IV.A.1.h)

A variety of residential units and /or lot types are proposed. These include single family, townhouse and multifamily residential uses, live/work units which permit commercial or office uses on the first floor of townhouse units, carriage houses, mixed use buildings accommodating multifamily residential uses on upper floors and independent and assisted living facilities.

Commercial, Office and Industrial Uses and Densities:

Although limited non-residential uses are permitted throughout the development, three (3) tracts serve as the primary focus for such uses. Proffered Condition 9.D. provides for a minimum of 500,000 gross square feet of non-residential uses. Of this, a minimum of 400,000 gross square feet would be within the North Park Tract, located at the Route 288/North Woolridge Road interchange. Further, a minimum of 40,000 gross square feet would be under construction in the adjacent Old Town Tract prior to the development of fifty (50) principal dwelling units in that tract, exclusive of units in mixed use buildings (Proffered Condition 9.E). The Hallsboro Station Tract, located adjacent to the Norfolk Southern Railroad, represents the third possible location for a variety of freestanding commercial uses. (Textual Statement IV.G)

Sidewalks, Street Trees and Open Spaces:

To promote the pedestrian emphasis of the development, sidewalks and street trees are generally provided along both sides of public streets where buildings front. (Textual Statement III.C and D)

A minimum of 350 acres of open space will be provided throughout the development to include active and passive recreational areas, neighborhood parks, trails, landscaped setbacks and medians, creeks and ponds. (Textual Statement III.F)

Parking:

The Textual Statement identifies flexibility in parking standards for both residential and non-residential development to accommodate the traditional neighborhood design and to minimize the exposure of larger parking areas from public streets. (Textual Statement III.E)

Age Restriction:

Proffered Condition 10 and 11 provide for the option of limiting occupancy of some or all of the proposed dwelling units to “housing for older persons” as defined in the Virginia Fair Housing Law. While during the initial marketing of the project this restriction may be clear to prospective occupants, there is a risk that long-term, dwelling units may be sold or rented to individuals that do not meet this age-restriction. Given

staff's inability to pro-actively enforce this condition prior to the purchase and occupancy of dwelling units, staff recommends that these proffers not be accepted.

Restrictive Covenants:

Recordation of restrictive covenants has been proffered which address architectural treatment and review. No specific language for these covenants has been provided. It should be noted that the County will only ensure the recordation of covenants that speak to architectural treatment and review and will not be responsible for their content (other than ensuring no conflicts with conditions of zoning and Code requirements) nor enforcement. Once recorded, the covenants may be changed. (Proffered Condition 16)

CONCLUSIONS

The proposed zoning and land uses conform to the Route 288 Corridor Plan which suggests a mix of office and residential uses, regional employment center and residential use of one (1) to two (2) dwelling units per acre and the Upper Swift Creek Plan which suggests residential use of two (2) units per acre or less.

The proffered conditions do not adequately address the impacts of this development on necessary capital facilities, as outlined in the Zoning Ordinance and Comprehensive Plan. Specifically, the needs for roads, schools, parks, libraries and fire stations is identified in the Public Facilities Plan, the Thoroughfare Plan and the Capital Improvement Program, and the impact of this development is discussed herein. The proffered conditions do not mitigate the impact of the 400 proposed secondary dwellings ("Carriage Houses") on capital facilities, thereby insuring adequate service levels are maintained and protecting the health, safety and welfare of County citizens.

Further, proffered conditions fail to address the provision of adequate water storage for the proposed development.

Given these considerations, approval of this request is recommended subject to the applicant addressing the impacts of the proposed secondary dwelling units (Carriage Houses) on capital facilities and the provision of adequate water storage for the proposed development. Discussions continue relative to addressing the impacts on water quality consistent with the goals of the Plan.

CASE HISTORY

Planning Commission Meeting (2/20/07):

The Commission deferred this case to their May 15, 2007, public hearing, sixty (60) days at the applicant's request and thirty (30) days on their own motion.

Staff (2/22/07):

The applicant was advised in writing that any significant, new or revised information should be submitted no later than March 12, 2007 for consideration at the Commission's May public hearing. The applicant was also advised that a \$250.00 deferral fee was due.

Applicant (5/14/07):

The deferral fee was paid.

Planning Commission Meeting (5/15/07):

At the request of the applicant, the Commission deferred this case to their July 17, 2007, meeting.

Staff (5/16/07):

The applicant was advised in writing that any significant, new or revised information should be submitted no later than May 21, 2007, for consideration at the Commission's May public hearing. The applicant was also advised that a \$250.00 deferral fee was due.

Applicant (6/13/07):

A revised Textual Statement was submitted.

Applicant (6/26/07):

The application was amended.

Applicant (7/11/07):

The deferral fee was paid.

Applicant (7/10/07 and 7/11/07):

Revised draft proffered conditions were submitted. The deferral fee was paid.

Planning Commission Meeting (7/17/07):

The Commission deferred this case to their July 17, 2007, meeting, thirty (30) days at the applicant's request and thirty (30) days on their own motion.

Staff (7/18/07):

The applicant was advised in writing that any significant, new or revised information should be submitted no later than July 23, 2007, for consideration at the Commission's September public hearing. The applicant was also advised that a \$500.00 deferral fee was due.

Applicant 7/20/07):

Revised Textual Statement and revised draft proffered conditions were submitted.

Applicant (8/24/07):

Revised proffered conditions were submitted.

Staff (8/29/07):

To date, the deferral fee has not been paid.

Applicant (9/6/07):

The deferral fee was paid.

Applicant (9/14/07):

Revised draft proffered conditions, textual statement and an exhibit were submitted.

Planning Commission Meeting (9/18/07):

On their own motion, the Commission deferred this case to October 16, 2007.

Staff (9/19/07):

The applicant was advised in writing that any significant, new or revised information should be submitted no later than September 24, 2007, for consideration at the Commission's October 16, 2007, public hearing.

Applicant (10/3/07, 10/4/07, 10/15/07 and 10/16/07):

Revised proffered conditions, textual statement and exhibits were submitted.

Planning Commission Meeting (10/16/07):

The applicant did not accept the recommendation. There was opposition and support present. Those opposed expressed concerns specific to the North Park and Old Town Tracts relative to their impact on the adjacent residential development to the east (Charter Colony). Specifically issues raised included proposed uses, building height, transition, safety, lighting, noise, traffic and lack of community awareness of the proposal. Those in support noted the project represented good traditional neighborhood design and complimented existing and future area development within the Route 60/288 Corridor.

Mr. Bass indicated that he was satisfied the applicant had properly notified area property owners through numerous community meetings and open houses.

Messrs. Gecker, Gulley and Bass indicated that the proposal represented a quality development and a unique opportunity for the County; the late submittal of changes to the case did not permit time for adequate review and recommendations; the Commission no longer had time to defer the case on their own motion; and the applicant was unwilling to defer the case.

Mr. Gecker expressed concern relative to the applicant not adequately addressing impacts on capital facilities and the lack of adequate water storage indicated growth beyond the ability of the County's infrastructure to accommodate the growth.

Mr. Gulley noted that details relative to development adjacent to Charter Colony still needed to be resolved.

On a motion of Mr. Bass, seconded by Mr. Gulley, the Commission recommended denial.

AYES: Messrs. Gecker, Gulley and Bass.

NAYS: Mr. Litton.

ABSTENTION: Mr. Wilson.

The Board of Supervisors, on Wednesday, October 24, 2007, beginning at 6:30 p.m., will take under consideration this request.

Roseland
Textual Statement
November 10, 2006
Revised June 13, 2007
Revised July 20, 2007
Revised September 14, 2007
Revised October 3, 2007
Revised October 15, 2007
October 16, 2007

This application contains one (1) exhibit described as follows:

Exhibit A-1 – Plan titled “Roseland Tracts,” (the “Tract Plan”), prepared by Timmons and last revised June 13, 2007.

- I. Rezone. Rezone 1394.9± acres (the “Property”) from A and I-1 to R-TH and C-3 with a Conditional Use (to permit residential multi-family and townhouse uses in the C-3 area) and Conditional Use Planned Development (“CUPD”) on the whole Property (to permit exceptions to Ordinance requirements as set forth below).
- II. General Conditions.
 - A. The development shall have a traditional neighborhood development design with a mix of residential and non-residential uses within blocks and/or within buildings, buildings located close to the sidewalks and other buildings, the streets lined with trees and sidewalks, on-street parking, open spaces integrated into the community, and alleys serving the rear of many of the uses.
 - B. To accommodate the orderly development of the Property, the Tracts shall be located as generally depicted on the Tract Plan, but their location and size, including further divisions into Sub-Tracts (a designated portion of a Tract), may be modified (such as moving the location of a Tract boundary) so long as the parcels generally maintain their relationship with each other and any adjacent properties. A plan for Tract modification shall be submitted to the Planning Department for review and approval. Such plan shall be subject to appeal in accordance with the provisions of the Zoning Ordinance for Site Plan appeals. Sub-Tract divisions may be created at the time of Tentative Subdivision or Site Plan approval and shall not require a separate review as a Tract modification, provided there is no adjustment in the overall Tract boundary.
 - C. Development within Tracts shall be generally comprised of interconnected streets with parking spaces located along streets or located in courtyards as

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further described herein. There shall be a pedestrian emphasis throughout the project.

III. Requirements and Exceptions for All Tracts.

A. Bulk Regulations and Development Standards.

Except as may be set forth in this Textual Statement or the Proffers, there shall be no minimum lot area, no percent of lot coverage, no minimum parcel size, no lot width, no yards (front, corner, corner side, through lots, rear, side) or setbacks (including setbacks from interior private driveways, parking areas, or streets), no density requirements, no height requirements, no required variation in front yard, no frontage requirements, no buffers between uses and along streets, and no set number of dwelling units on any one floor.

B. Public Streets.

Generally, streets used for general circulation shall be public; however, in instances where the state road design standards conflict with the vision and commitments for Roseland, and where require modification of those state street standards are unacceptable to VDOT, the Chesterfield County Director of Transportation may approve private streets.

C. Sidewalks.

Sidewalks shall be located on both sides of public streets where buildings front.

D. Street Trees.

Street trees shall be planted or retained along each side of all public streets where buildings front, except that if any building fronts on open space, passive recreation areas, lakes, or parks, street trees shall not be required.

Modifications to the Zoning Ordinance street tree requirements shall be permitted at the time of site plan or subdivision review subject to Planning Department approval provided the modification is for the purpose of providing stormwater management facilities or structures, such as Low Impact Development techniques.

E. Parking.

1. Except for “housing for older persons” and Live/Work Units, residential units shall provide parking based on 1.75 spaces per dwelling unit.
2. “Housing for older persons” shall provide parking based on 1.2 spaces per dwelling unit.

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3. Live/Work Units shall provide parking based on 2.5 spaces per dwelling unit. There shall be no additional parking requirement for the first floor area devoted to commercial or office uses.
4. Commercial and/or office uses, including those located in mixed-use buildings (except Live/Work Units), shall provide parking based on 3.4 spaces/1,000 gross floor area.
5. Any use not specifically delineated in this section shall provide parking as set forth in the Chesterfield County Zoning Ordinance.
6. On-street parking shall generally be permitted on all public streets. Where on-street parking is permitted by VDOT and CDOT, those spaces shall be counted towards the required number of parking spaces for all uses. All parking spaces within structured parking shall be counted towards the required number of parking spaces for all uses. Any private garage parking or other type of enclosed and/or covered parking area shall be counted toward the calculation of the required parking spaces, including tandem garage spaces.
7. Parking may be further reduced based on Zoning Ordinance Section 19-512.
8. Parking shall not be required on each parcel or site where the use is located, but rather may be provided off-site, including on-street parking, subject to approval at the time of plans review, which may include requirements for easements.
9. Parking lots designed for parking of ten (10) or more cars, except for on-street parking, shall be located so as minimize their exposure to public streets, and shall be generally located no closer to rights-of-way than the fronts of buildings.

F. Open Space.

1. Open space shall be provided throughout the Property, including the areas along the creek beds and external rights-of-way. These areas may include the open space listed below; landscaped setbacks and boulevard medians; creeks, ponds, and trails; active and passive recreational areas, and neighborhood parks. A minimum of three hundred and fifty (350) acres of open space shall be provided on the Property. Of that minimum, open space shall be provided within each Tract as further specified. The minimums set forth below may not equal the total open space requirement set forth in this proffer.
2. Within Old Town, a minimum of five (5) acres shall be devoted to open space. Of this open space, a minimum of two (2) acres shall be

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designed to accommodate public gatherings and shall include, but not limited to, at least one of the following facilities: pavilions, plazas, squares, courtyards, parks, gardens, gazebos, and amphitheatres.

3. Within North Park, a minimum of ten (10) acres shall be devoted to open space. Of this open space, a minimum of two (2) acres shall be designed to accommodate public gatherings and shall include, but not limited to, at least one of the following facilities: trails, hardscaped areas with benches, and plazas.
4. Within Roseland Village, a minimum of seventy-five (75) acres shall be devoted to open space. Of this open space, a minimum of fifteen (15) acres shall be designed to accommodate public gatherings and shall include, but not limited to, at least one of the following facilities: neighborhood parks, tot lots, trails, and recreational facilities. This acreage is inclusive of the acreage described in Proffered Condition 11.B.ii. (Roseland Park).
5. Within East Park, a minimum of ten (10) acres shall be devoted to open space. Of this open space, a minimum of three (3) acres shall be designed to accommodate public gatherings and shall include, but not limited to, at least one of the following facilities: neighborhood parks, tot lots, trails, and recreational facilities.
6. Within West Park, a minimum of seventy (70) acres shall be devoted to open space. Of this open space, a minimum of fifteen (15) acres shall be designed to accommodate public gatherings and shall include, but not limited to, at least one of the following facilities: neighborhood parks, tot lots, trails, and recreational facilities.
7. Within North Hallsley, a minimum of seventy (70) acres shall be devoted to open space. Of this open space, a minimum of fifteen (15) acres shall be designed to accommodate public gatherings and shall include, but not limited to, at least one of the following facilities: neighborhood parks, tot lots, trails, and recreational facilities.
8. Within Hallsboro Station, a minimum of two (2) acres shall be devoted to open space. Of this open space, a minimum of one (1) acre shall be designed to accommodate public gatherings and shall include, but not limited to, at least one of the following facilities: plazas, courtyards, squares, parks, gardens, gazebos, and farmers markets.

G. Recreational Facilities

1. Community recreational facilities shall be permitted for use by the community. Separate recreation areas for the various types of

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- residential units are not required. The recreational uses shall be limited to facilities and uses that primarily serve the surrounding residential community including but not limited to passive recreation (i.e.: formal courtyards, parks, plazas, tot-lots, mews, picnic areas, trails, paths, sidewalks, ponds, open space, and vistas) and active facilities (i.e.: swimming pools, outdoor courts, amphitheaters, and clubhouses).
2. Outdoor play fields, outdoor courts, swimming pools, and similar active recreational areas facilities shall be located a minimum of 100 feet from adjacent property external to the Roseland development and designated by the Comprehensive Plan for residential development. Such active recreation facilities shall be located a minimum of fifty (50) feet from existing or proposed public streets. Within the 100-foot setback from external properties, a fifty (50) foot buffer shall be provided along the perimeter of all active recreational facilities except where adjacent to any existing or proposed streets. This buffer shall conform to the requirements of the Zoning Ordinance for fifty (50) foot buffers. These buffers and setbacks may be reduced by the Planning Commission at the time of plan review. Such setbacks and buffers shall not apply to passive recreational uses or playground areas which accommodate swings, jungle gyms or similar such facilities.
 3. Any playground areas (i.e., areas accommodating swings, jungle gyms or similar such facilities) shall be located a minimum of forty (40) feet from adjacent property external to the Roseland development and designated by the Comprehensive Plan for residential development. Within this forty (40) foot setback, a buffer (which may be less than 40' in width) shall be provided along the perimeter of these recreational facilities except where adjacent to any existing or proposed streets. This buffer shall conform to the requirements (except in width) of the Zoning Ordinance for fifty (50) foot buffers. These buffers and setbacks may be reduced by the Planning Commission at the time of plan review.
- H. Propagation and cultivation of crops, flowers, trees, and shrubs that are not offered for sale, within the open space that is owned, operated, and maintained by a community association, including accessory structures related to such uses.
 - I. Schools, public and private.
 - J. Churches, places of worship, and associated facilities.
 - K. Mass transportation including but not limited to bus, van, railroad, and other such types of mass transportation, including their associated facilities and structures.

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IV. Requirements and Exceptions for Specific Tracts.

A. Old Town.

1. Permitted uses shall be limited to:
 - a. In addition to the uses specified in Section III, uses permitted by right and with certain restrictions in the Community Business (C-3) District, except that the following uses shall not be permitted:
 - (i) Feed, seed and ice sales.
 - (ii) Fraternal uses.
 - (iii) Indoor flea markets.
 - (iv) Kennels, commercial.
 - (v) Material reclamation receiving centers.
 - (vi) Motor vehicle sales and rental.
 - (vii) Taxidermies.
 - b. Townhouses, defined as dwelling units located on individual lots.
 - c. Multifamily, defined as dwelling units not located on individual lots.
 - d. Model homes, in accordance with Zoning Ordinance Section 19-65(a).
 - e. Live/Work Units, defined as Townhouses with first floor commercial or office uses with a residential unit on the upper floor(s). The first floor may be occupied by a different user than the occupant of the upper floors.
 - f. Public and private profit-making clubs.
 - g. Mixed-Use Buildings, defined as multi-story buildings that accommodate a combination of commercial and/or office and/or residential uses within the same structure.
 - h. Carriage House, defined as:

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- (i) A structure that may or may not be detached from the principal dwelling unit.
 - (ii) No more than one (1) Carriage House shall be permitted in association with a principal dwelling unit.
 - (iii) A maximum of two (2) detached Carriage Houses may be attached to each other.
 - (iv) The uses within a Carriage House shall be limited to:
 - (a) One (1) single family residential unit with a maximum of six hundred (600) square feet gross floor area.
 - (b) One (1) commercial or office use, as set forth in Roseland Village, and limited to one (1) floor only.
 - (c) A combination of a. and b. provided the residential component is located on the upper floor (half or full story)
 - i. Farmers market.
 - j. Accessory uses permitted in the R-TH, R-MF, and C-3 Zoning Districts, except as restricted herein.
 - k. Satellite dishes.
 - l. Alcoholic beverages sales for on-premises consumption shall be permitted as an accessory use, except there shall not be any limit as to its location of such uses.
 - m. Home occupations, as set forth in the Zoning Ordinance.
2. Requirements.
- a. The maximum height for Mixed-Use Buildings and offices shall be the lesser of eight (8) stories or one hundred and twelve (112) feet. The maximum height for hotels shall be the lesser of twelve (12) stories or one hundred and sixty-eight (168) feet. The maximum height for all other uses shall be the lesser of four (4) stories or fifty-six (56) feet. This height limit shall not restrict use of the roof of a multi-story building for features such as, but not limited to, patios, decks, or gardens.

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- b. Structures in Old Town located within 500 feet of the rear residential lot lines of the Mallory Village and Sedwick Village Sections of Charter Colony shall be restricted to a height of three (3) stories or fifty (50) feet, whichever is less.
- B. North Park.
 - 1. Uses.
 - a. Uses within North Park shall be limited to those uses permitted by right or with restrictions in the Neighborhood Business (C-2), Light Industrial (I-1), and the Corporate Office (O-2) Districts, except that the following uses shall not be permitted:
 - (i) Appliance store.
 - (ii) Communication studios, offices, and stations, exclusive of towers.
 - (iii) Funeral homes or mortuaries.
 - (iv) Hospitals.
 - (v) Motor vehicle accessory stores.
 - (vi) Radio, television and other home entertainment, sales and services.
 - (vii) Rest, convalescent, or nursing house and other group care facilities.
 - (viii) Telephone exchanges.
 - b. Commercial outdoor and indoor recreational uses that accommodate public gatherings for theatrical, musical, cultural, or civic activities, concerts, or presentations, or other such similar events. Such uses may include structures for permanent or temporary food and beverage sales (including alcohol).
 - c. Alcoholic beverages sales for on-premises consumption shall be permitted as an accessory use, and there shall not be any limits as to the location of such uses.
 - 2. Requirements.
 - a. The maximum height for buildings in North Park shall be lesser of twelve (12) stories or one hundred and sixty-eight (168) feet.

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This height limit shall not restrict use of the roof of a multi-story building for features such as, but not limited to, patios, decks, or gardens.

- b. Structures in North Park located within 500 feet of the rear residential lot lines of the Mallory Village and Sedwick Village Sections of Charter Colony shall be restricted to a height of three (3) stories or fifty (50) feet, whichever is less.

C. Roseland Village.

1. Permitted uses shall be limited to:

- a. Detached single family residential dwelling units located on individual lots.
- b. Townhouses, as defined in Old Town.
- c. Multi-family, as defined in Old Town.
- d. Model homes, in accordance with Zoning Ordinance Section 19-65(a).
- e. Bed and breakfast. A bed and breakfast is defined as a building or group of buildings designed for transient occupancy. The owner or operator of the bed and breakfast may or may not live in the bed and breakfast. The bed and breakfast may contain areas for a central kitchen, meeting rooms, dining room, restaurant, and recreation room. Restaurant facilities and the grounds may be open to the general public. Rooms may be inside the main building or detached from a main building in small structures designed to complement the architecture of the main building.
- f. Public and private profit-making clubs.
- g. Rest, convalescent or nursing homes and other group care facilities, including independent and assisted living facilities for “housing for older persons.”
- h. Live/Work units defined as either a townhouse or a single family detached unit with first floor commercial or office uses with a residential unit on the upper floor(s). The first floor may be occupied by a different user than the occupant of the upper floors but limited to the following uses:
 - (i) Offices.

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- (ii) Art/crafts studio
 - (iii) Barber or beauty shop (no tanning or toning equipment).
 - (iv) Book store.
 - (v) Catering establishments.
 - (vi) Nursery school
 - (vii) Florist shop.
 - (viii) Interior design/decorating.
 - (ix) Jewelry, watch, and clock repair and engraving.
 - (x) Locksmith.
 - (xi) Eyewear sales and service.
 - (xii) Nail sculpture, manicurist.
 - (xiii) Photography studio.
 - (xiv) Picture framing.
 - (xv) Restaurants, not including fast food or carry-out restaurants.
 - (xvi) Tailoring, dressmaking, upholstery shop.
 - (xvii) Tutoring, education or training.
 - (xviii) Alcoholic beverages sales for on-premises consumption shall be permitted as an accessory use, and there shall not be any limits as to the location of such uses.
- i. Carriage House, as defined in Old Town, except that any commercial or office uses are limited as set forth in paragraph h. (except restaurants) above.
 - j. Family day-care homes, provided that no more than five children exclusive of the provider's own children and any children who reside in the home receive care at any one time during a 24-hour day.
 - k. Farmers market.

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1. Accessory uses permitted in the R-TH and R-MF Zoning Districts.
 - m. Home occupations, as set forth in the Zoning Ordinance.
- D. East Park.
 1. Uses.
 - a. Same uses as in Roseland Village.
 - b. Uses permitted by right or with restrictions in the Light Industrial (I-1) District.
 2. Requirements.

If residential uses are constructed within 200 feet of the northern or eastern Property line of East Park, a 100 foot buffer shall be provided along the Property line. This buffer shall be planted as required in the Zoning Ordinance for 100 foot buffers and shall be made a part of the open space owned by the community association. At the time of tentative subdivision and/or site plan approval if residential uses have been approved along the adjacent northern or eastern property line, the buffer shall not be required between the residential uses.
- E. West Park.
 1. Uses.
 - a. Same uses as in Roseland Village, except IV.C.1.g. shall not be permitted and a Bed and Breakfast shall be further restricted as set forth below.
 - b. Farmsteads – as defined herein.
 - c. Community agricultural uses, limited to the propagation, cultivation, and sale of crops, flowers, trees, and shrubs within open space that is owned, operated and maintained by a community association (such as a community garden and/or orchard), including farm accessory buildings and structures.
 - d. Except for those uses that might be considered accessory to the permitted uses, the following commercial uses may be provided in association with or within the immediate vicinity (within a 1500 foot radius) of the original Roseland house.
 - (i) Bakery and/or baked goods store.

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- (ii) Bed and breakfast, as defined in Roseland Village.
- (iii) Book, stationary, newspaper or magazine store.
- (iv) Convenience store.
- (v) Florist shop.
- (vi) Grocery store.
- (vii) Restaurant, including carry-out but not fast food.
- (viii) Wine and beer shop.
- (ix) Alcoholic beverages sales for on-premises consumption shall be permitted as an accessory use, and there shall not be any limits as to the location of such uses.

2. Requirements

a. Community Agricultural Uses:

- (i) The square footage of any buildings or structures supporting community agricultural uses shall be limited to a maximum of 5,000 gross square feet each.
- (ii) Buildings and structures for community agricultural uses shall limited to a maximum height of fifty (50) feet.
- (iii) Any buildings or structures for community agricultural uses shall be set back a minimum of fifty (50) feet from all property lines not within the development.
- (iv) The architectural design of buildings or structures for community agricultural uses shall reflect the architecture of farm out-buildings and shall be compatible with the project's residential development. Compatibility may be achieved through the use of similar building massing, materials, scale, or other architectural features. No prefabricated metal structures shall be permitted.

b. Farmsteads

- (i) Multiple dwelling units on a single parcel that may include detached single-family units, townhouses, multi-family, live-work, and carriage houses (all defined in

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Roseland Village). Community Agricultural Uses and open space may also be provided within the Farmsteads.

(ii) The minimum parcel size for a Farmstead shall be two (2) acres.

(iii) Buildings and structures shall be limited to a maximum height of fifty (50) feet.

c. The Commercial Uses set forth in IV.E.1.d. above:

(i) Unless the uses are located within the original Roseland house, the commercial uses shall be limited to a total of 40,000 gross square feet. This square footage limit shall not include any outdoor spaces or facilities.

(ii) A maximum of 15,000 gross square feet shall be permitted per building.

F. North Hallsley.

1. Uses.

a. Same uses as in Roseland Village, except IV.C.1.g. shall not be permitted.

b. Farmsteads as defined in West Park.

c. Community Agricultural uses as defined in West Park.

2. Restrictions.

As set forth in West Park

G. Hallsboro Station.

1. Uses:

a. Any uses permitted by right or with restrictions in the Neighborhood Business (C-2) District.

b. Townhouses, as defined in Old Town.

c. Multi-family, as defined in Old Town.

d. Carriage House, as defined in Old Town.

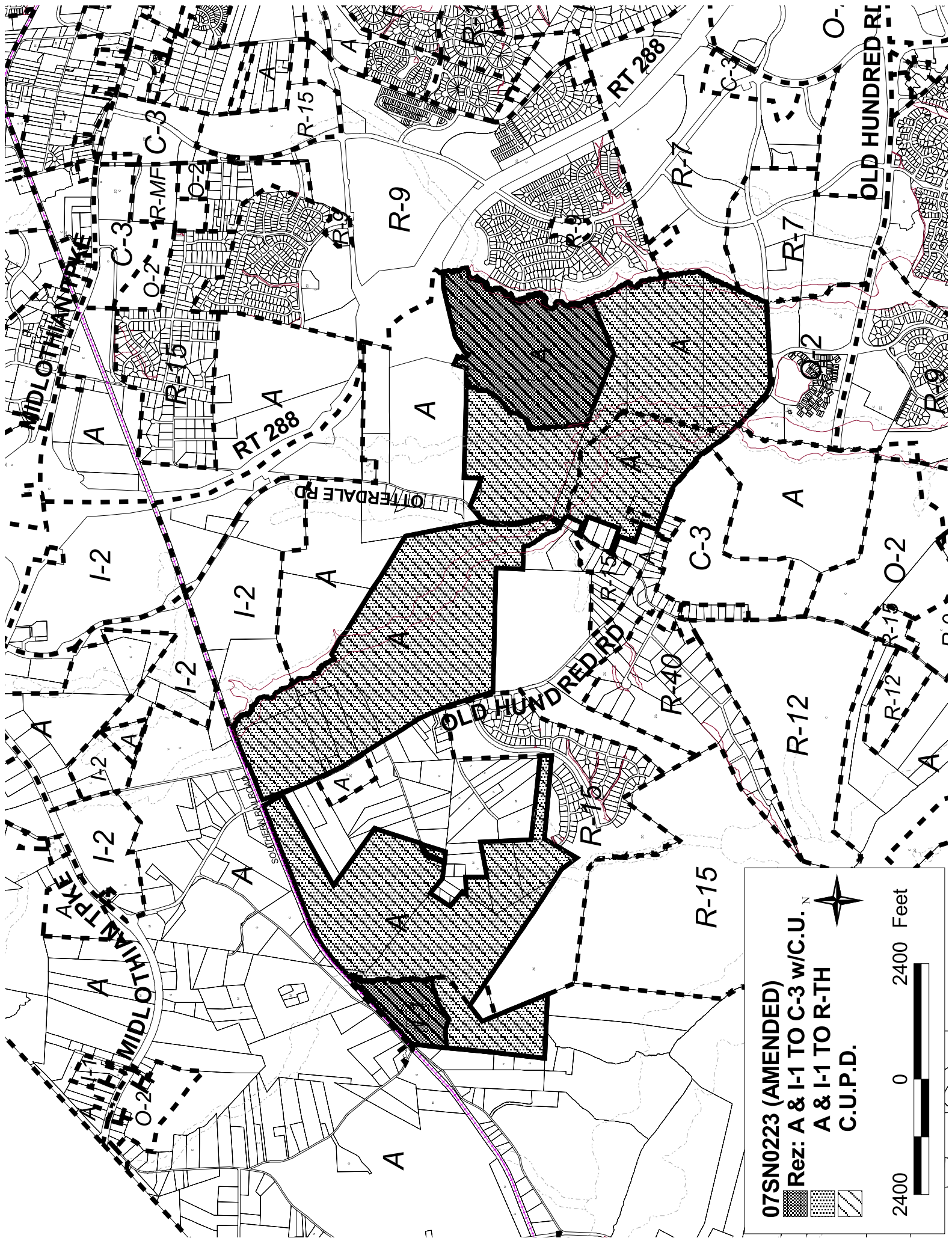
e. Live/Work Units as defined in Old Town.

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- f. Mixed-Use Buildings as defined in Old Town.
- g. Farmers market.
- h. Hotels, limited to a maximum of sixty (60) rooms.
- i. Park and ride lots.
- j. Wine and beer shop.
- k. Alcoholic beverages sales for on-premises consumption shall be permitted as an accessory use, and there shall not be any limits as to the location of such uses.

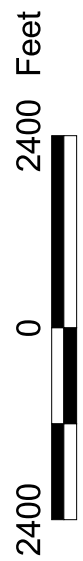
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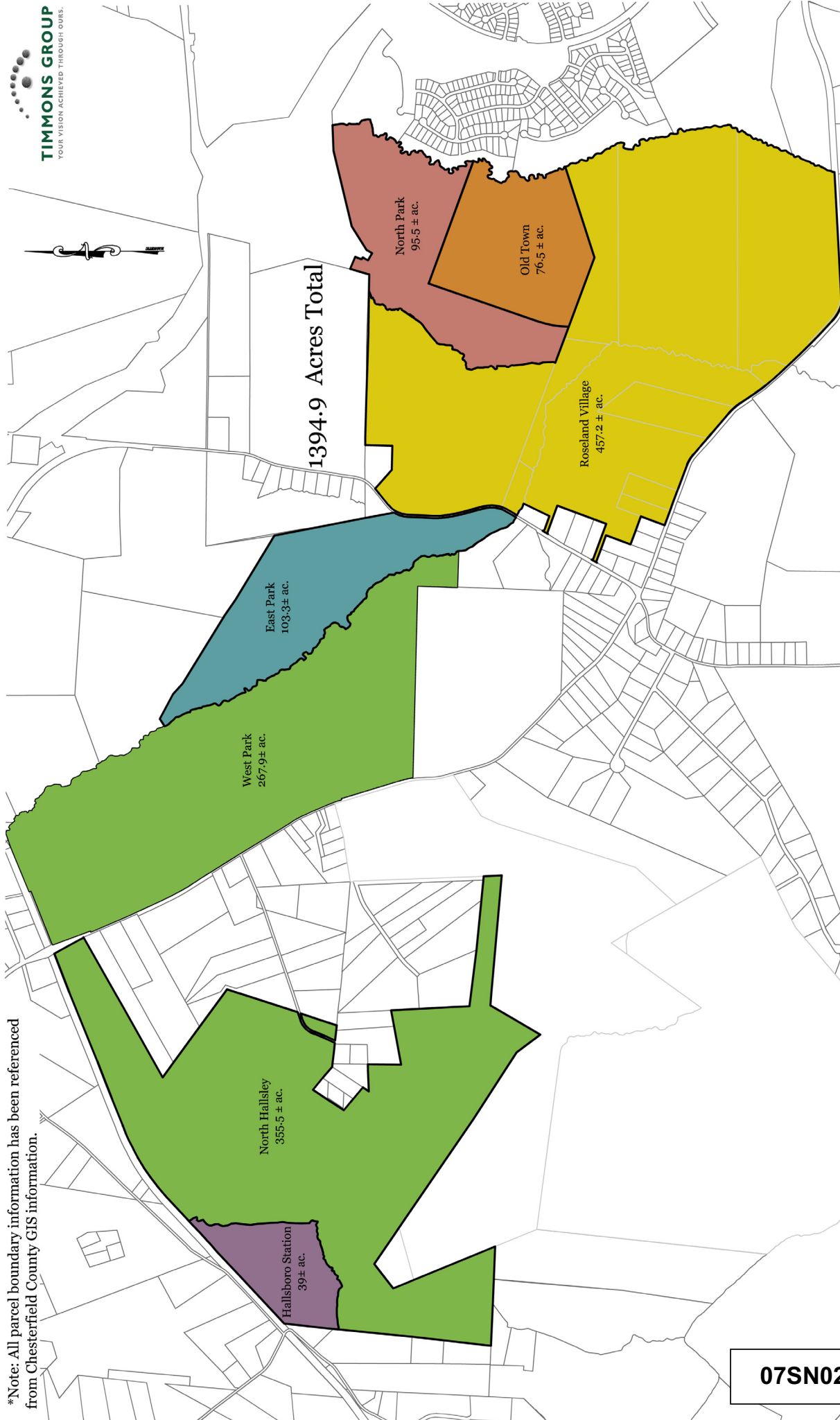
07SN0223 (AMENDED)

- Rez: A & I-1 TO C-3 w/C.U.
- A & I-1 TO R-TH
- C.U.P.D.



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*Note: All parcel boundary information has been referenced from Chesterfield County GIS information.



Roseland Tracts

Not to scale Revised November 10, 2006
Revised June 13, 2007

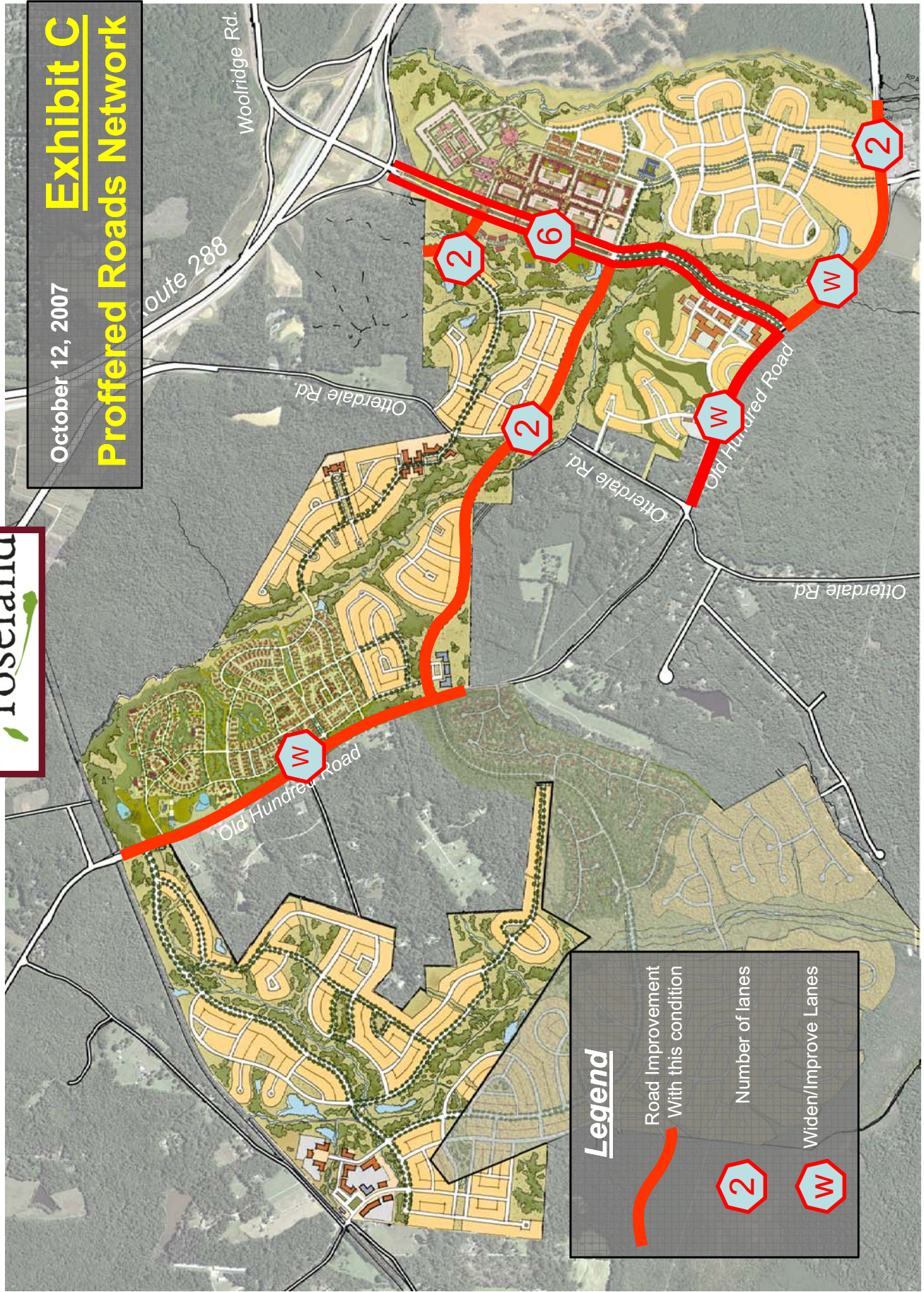
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October 12, 2007

Exhibit C

Proffered Roads Network



Legend

Road Improvement
With this condition

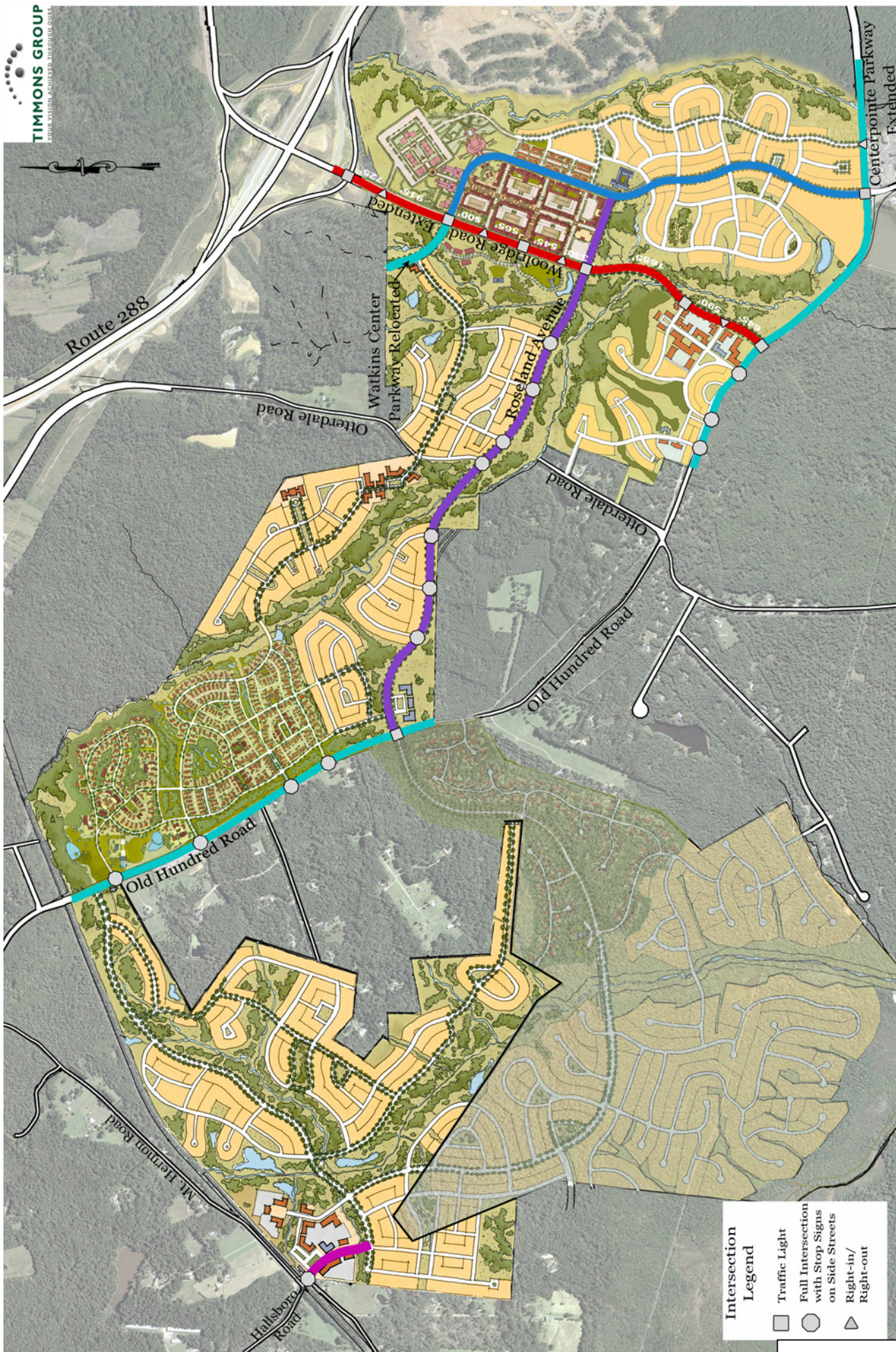
Number of lanes

Widen/Improve Lanes

2

W

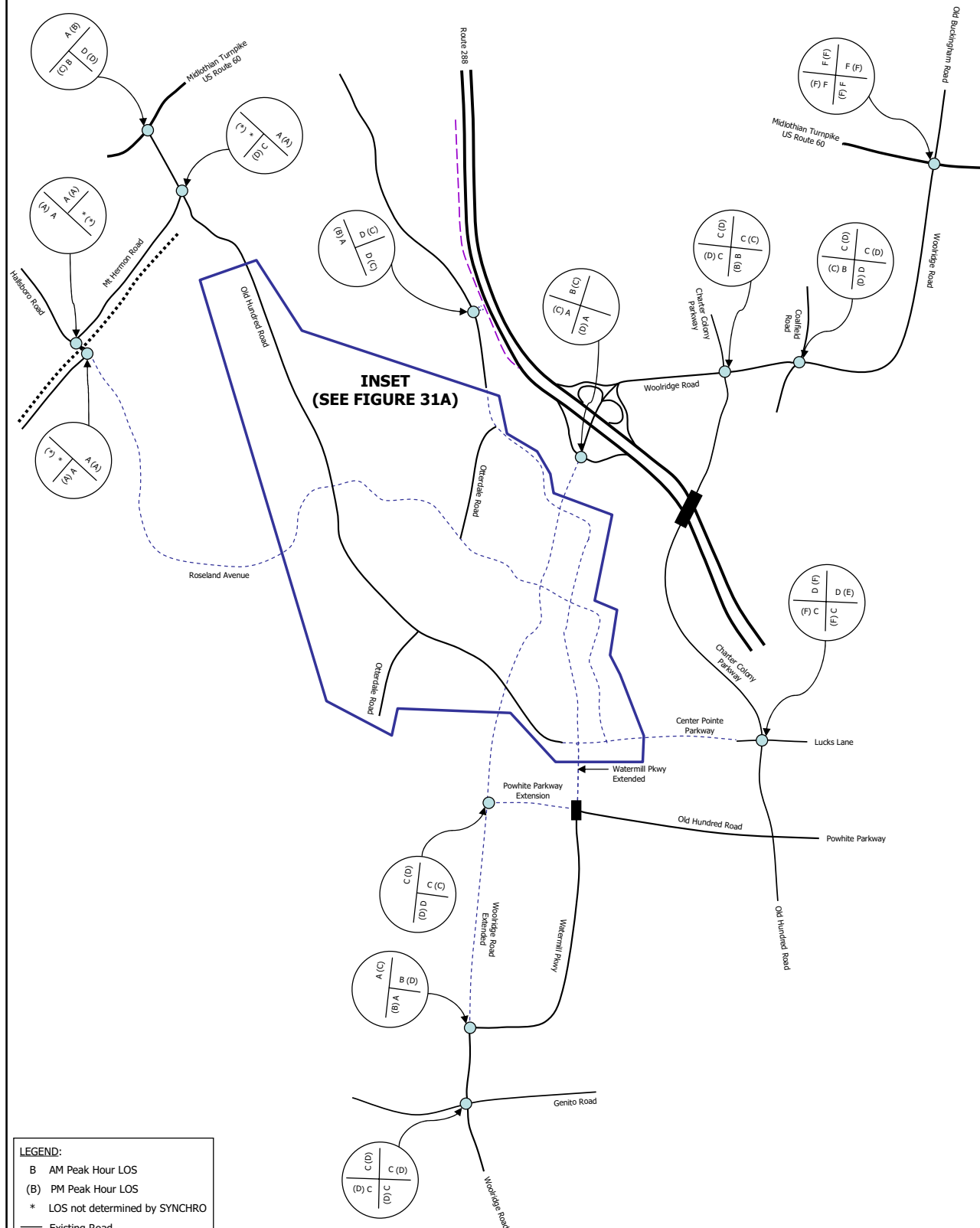
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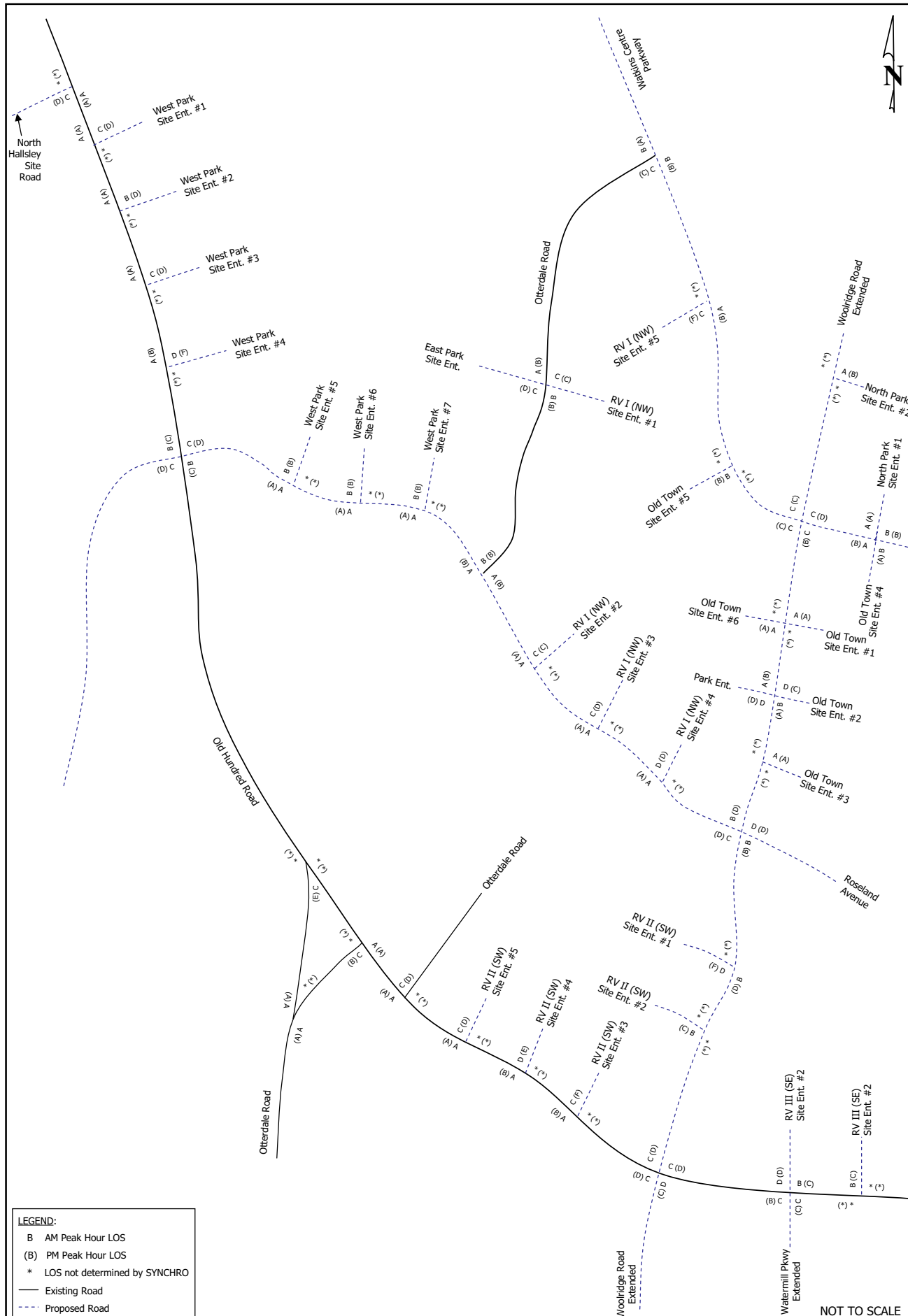
Intersection Legend

- Traffic Light
- Full Intersection with Stop Signs on Side Streets
- Right-in/Right-out

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LEGEND:

- B AM Peak Hour LOS
- (B) PM Peak Hour LOS
- * LOS not determined by SYNCHRO
- Existing Road
- - - Proposed Road

NOT TO SCALE



2027 Total Traffic Volumes with Improved Geometry
Levels of Service

07SN0223-5

Figure
31A

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